

TO: The Thruway Authority Board

DATE: December 17, 2012

FROM: Howard P. Milstein
Chairman

SUBJECT: Authorizing the Executive Director to Execute a Design-Build Contract for the Tappan Zee Hudson River Crossing Project (Contract D214134/TANY 12-18B) with Tappan Zee Constructors, LLC and Making Certain Findings and Authorizing Certain Other Actions Relating to the Project

This item seeks authorization for the Executive Director to execute a design-build contract for the Tappan Zee Hudson River Crossing Project ("Project") (Contract D214134/TANY 12-18B) with Tappan Zee Constructors, LLC ("TZC"), a limited liability company whose members are Fluor Enterprises, Inc., American Bridge Company, Granite Construction Northeast, Inc., and Traylor Bros., Inc. TZC's proposal was recommended by the Project's Blue Ribbon Selection Committee ("Selection Committee") as providing best value to the New York State Thruway Authority ("Authority"), to the State and to its agencies. The Authority's Major Projects Committee subsequently assessed this recommendation and made a determination that the TZC proposal offered best value considering the technical and price factors set forth in the Instruction to Proposers ("ITP") issued as part of the RFP. The item also requests other Board findings and actions relating to the Project and the administration of the proposed contract.

Project General Background

The existing Governor Malcolm Wilson Tappan Zee Bridge ("TZB") opened to traffic in 1955 and is an integral component of the regional roadway network. It was designed to carry 100,000 vehicles on a peak day but traffic volumes have grown to

approximately 132,000 vehicles per day with a high percentage being intrastate and interstate trucking. This Project is intended to address the need to correct structural, operational, mobility, safety and security deficiencies of the existing bridge. The TZB is prone to severe congestion and does not meet current bridge and highway standards, such as those for lane and shoulder widths. In addition, it requires an extensive and costly maintenance program to keep structural elements in a state of good repair.

The Project consists of replacing the TZB, maintaining a vital link in the regional and national transportation network by providing an improved Hudson River crossing between Rockland and Westchester Counties. As envisioned, two new bridge structures will be constructed across the Hudson River between the Village of South Nyack, Rockland County, New York and the Village of Tarrytown, Westchester County, New York. The two new bridge structures will be located northward of the existing Tappan Zee Bridge and will meet the existing Interstate 87/287 right-of-way east of South Broadway in South Nyack and west of South Broadway (Interchange 9) in Tarrytown.

The Project will meet current engineering standards for seismic events and interstate highway operations as well as provide for a robust structure with a long service life. It will correct the non-standard features of the TZB by providing for standard lane widths, shoulders, and improved grades. By providing for eight traffic lanes, the need for a movable barrier system as exists on the current TZB is eliminated. The Project will improve upon the security deficiencies of the crossing through structural redundancy, improve ability to respond to traffic accidents and extreme events with the addition of shoulders, and increase ability to withstand natural events and intentional acts through

structural hardening. By correcting non-standard features, the Project will improve the safety of the crossing, and thereby, reduce the delays associated with traffic accidents. The two existing higher-speed E-ZPass lanes (35 MPH) will be replaced with three highway-speed E-ZPass lanes (55 MPH). The Project will include a shared-use path, which improves trans-Hudson mobility for non-motorized travel and will also allow for potential future bus or rail transit. The Project will incorporate the landmark project labor agreement that the Board approved at its meeting on July 18, 2012. The Project will have a substantial favorable economic effect on the region and result in the creation of approximately 1150 direct jobs and creation and sustaining of tens of thousands of other jobs. The Project has a federal Disadvantaged Business Enterprise (DBE) goal of 10% so that women and minority owned small businesses will have significant opportunities to participate in Project work. Additionally, TZC has voluntarily committed to using certified M/WBE firms whenever possible. Equal Employment Opportunity Goals for the Project include 22.6% minority participation and 6.9% women participation.

Procurement

On December 9, 2011, Governor Andrew M. Cuomo signed into law Chapter 56 of the Laws of 2011, the "Infrastructure Investment Act of 2011" ("the Act"), which permits the use of design-build contracting for certain government procurements for the first time in New York State history. This law enables the Authority and New York State Department of Transportation ("NYSDOT") to use design-build delivery for the Project. Pursuant to this approach, the Authority can contract with a single firm for both

the design and construction of the Project. Design-Build delivery is a major component of Governor Cuomo's goal of quick and cost-effective project delivery needed to build a "New NY." The Design-Build process enables the selected Design-Build firm to use innovation to minimize environmental impacts and promote efficiency in cost and construction duration. According to a 2006 study by the Federal Highway Administration ("FHWA"), Design-Build projects are completed more quickly than others. This delivery method also transfers many risks from the Authority to the selected contractor.

Pursuant to the requirements of the Act, a two step procurement process was used by first issuing a Request for Qualifications ("RFQ"), which was then followed by a Request for Proposals ("RFP"). Throughout the Project's procurement process, which ran concurrent with environmental review, the Authority was aided by NYSDOT, the MTA, Port Authority of New York and New Jersey and consultant firms. In addition, throughout the entire procurement process, the FHWA was consulted so that the Authority could maintain eligibility for Federal aid by complying with applicable Federal statutes and regulations. An independent process integrity monitoring firm was retained to monitor and ensure the integrity of the evaluation and selection process. The firm has advised the Authority that the integrity of the process was maintained at a high level throughout the procurement.

On November 21, 2011 the Authority and NYSDOT issued a RFQ for firms interested in participating in the design and construction of the Project. The RFQ established the pre-qualification process for firms seeking to be short-listed as Project

proposers and provides details of the Statement of Qualifications (“SOQs”) required from interested firms. These qualifications included past experience of the firms and identified key personnel, past performance, Project understanding, financial capability and bonding capacity. The deadline for submitting SOQs was January 10, 2012. Five firms submitted SOQs. After review of the SOQs, four of the five firms were invited to submit responses to a RFP. These shortlisted firms were Tappan Zee Bridge Partners, Hudson River Bridge Constructors, Tappan Zee Constructors, and Kiewit-Skanska-Weeks.

On March 9, 2012, a RFP was made available to the four firms (“Proposers”) on the short list who were eligible to submit proposals to design and build the Project. This RFP was amended by twelve addenda. The ITP issued as part of the RFP instructed Proposers on submittal requirements and explained how Proposals would be evaluated. The deadline to submit a response to the RFP was July 27, 2012. Between the issuance of the RFP and the proposal due date, the Authority, NYSDOT, and their consultants held one-on-one meetings with the shortlisted firms to exchange information regarding the Project. These one-on-one meetings helped increase the understanding of the Project and clarify issues.

On July 27, 2012, the Authority received Project proposals from three of the shortlisted firms, with the fourth firm providing notice to the Authority that it would not submit a proposal. Approximately 70 individuals from the Authority, NYSDOT, MTA, PANYNJ, and other public entities, as well as consultants, participated in the review and evaluation of the submissions. Evaluators were assigned to teams based on their expertise.

The proposals were initially evaluated for completeness and compliance. The proposals were then reviewed against a series of pass/fail requirements that each proposal was required to meet. The pass/fail reviews addressed Legal; Administrative; Financial; DBE; and Price related requirements. Each proposal was determined to have satisfied these requirements and thus to be eligible for award.

The proposals were then evaluated against the series of technical factors and sub-factors identified in the RFP. The RFP established five technical evaluation factors, three of which had multiple sub-factors, making a total of 16 evaluation categories. The Technical Evaluations were conducted without regard to price. The Price Proposals were kept secured and separate from the Technical Review and not opened until after the Technical Evaluation had been completed.

On August 10, 2012 the Technical Evaluators completed their evaluations and prepared reports and presentations. The evaluations were consolidated for presentation to the Selection Committee to provide the bases for its deliberations.

In September 2012, a Selection Committee consisting of local community leaders, representatives from Westchester and Rockland counties, state and Authority representatives, and experienced design, construction, and planning professionals was formed with the primary task of recommending which proposal provided best value to the Authority based on the evaluation factors set forth in the ITP. The Selection Committee was chaired by Mr. Brandon Sall, a member of the Authority's Board and its Major Projects Committee. Mr. Sall participated as a non-voting member of the Selection Committee. All of the deliberations of the Selection Committee were conducted without

the members ever knowing which proposal team submitted which proposal. A list of the members of the Selection Committee and their backgrounds is attached as Exhibit A.

The Selection Committee received background information regarding the Project, design-build project delivery, environmental issues, the procurement process, and the evaluation and selection process. The Selection Committee members also received a redacted copy of all of the proposals for review. After these briefings, on September 11 and 12, 2012, the Selection Committee received presentations from leaders of the evaluation teams who had examined the proposals in depth. These presentations focused on the technical strengths and weaknesses of each proposal.

Following the presentations, the Selection Committee assigned adjectival ratings to the technical evaluation factors for each proposal, as specified in the RFP, according to its understanding at that time of each proposal's technical offering. Based on these ratings, the Selection Committee determined all proposals to be technically acceptable and then ranked the three proposals technically in the following order: (1) Tappan Zee Bridge Partners; (2) Kiewit-Skanska-Weeks; and (3) Tappan Zee Constructors.

After these technical rankings were finalized, pricing information was disclosed to the Selection Committee. After review and consideration of pricing information and various issues of concern with respect to each of the technical offers, the Selection Committee concurred that additional information was necessary to establish the overall best-value rankings. Accordingly, the Selection Committee requested that clarifications be obtained from each of the three teams to enhance the Selection Committee's understanding of each proposal and better inform the best value consideration process.

Based upon this request, the Authority sought and received written clarifications from each of the Proposers. On September 24, 2012, the Selection Committee reviewed the Proposers' clarifications and determined that each Proposer should be invited to discussions (a term employed in the applicable FHWA regulations) to address perceived deficiencies and weaknesses and to explore further opportunities by which its proposal could provide best value to the Authority. The Authority conducted these discussions in a series of face-to-face meetings with each Proposer on October 1-3, 2012.

Following the discussions with the Proposers, on October 9, 2012, the Selection Committee convened to receive and review the results of these discussions. The Selection Committee was briefed on the additional clarifications received as part of the discussions as well as enhancements described in the discussions that might potentially be available from each Proposer. Based on its consideration of the proposals as well as the information received through the clarification and discussion processes, the Selection Committee determined that its understanding of each proposal was now sufficient, that perceived weaknesses in the proposals had been addressed and/or mitigated, and that it had sufficient information to assess and recommend a best value proposal.

The Selection Committee then engaged in a tradeoff analysis of technical merit and price based on the evaluation factors and weighting set forth in the ITP. In this context the ITP stated the proposal price (as considered on a net present value basis) should be considered as approximately equal in importance to the combined overall technical rating of the proposal's design and construction solution, management approach, key personnel and experience; environmental compliance and public outreach

and coordination with stakeholders. While the TZC proposal, as noted above, had been ranked by the Selection Committee as third best in technical merit the Selection Committee concluded that its initial concerns with TZC's proposal had been materially addressed by the clarifications received and that the technical merit of the other two proposals (considered individually) was insufficient to offset the significant price advantage offered by TZC. Consequently the Selection Committee determined unanimously that TZC offered the best value proposal and recommended that the Authority enter into limited negotiations with TZC. The Selection Committee's position was conditioned upon the Selection Committee's subsequent review and concurrence that the TZC proposal continued to represent best value at the conclusion of the limited negotiation process.

This determination and recommendation was based on the Selection Committee's consideration of TZC's original proposal as clarified, compared to the other two proposals as clarified. The Selection Committee also separately considered its best value determination under a scenario crediting each proposal with the potential enhancements described by each proposer in the discussion phase and on this separate basis also determined that TZC could be recommended as the best value proposer.

In accordance with the ITP the Selection Committee's recommendations were subsequently considered by the Selection Executives (the Authority's Major Projects Committee). On October 15, 2012 the Selection Executives unanimously concurred in the best value determinations as well as the recommendation that the Authority proceed

to limited negotiations with TZC to resolve any remaining issues necessary to advance a proposed contract to the Authority's Board for its consideration.

Limited negotiations were conducted with TZC beginning on October 29 and concluding on November 14, 2012 (subject to documentation of agreement reached over the course of the following week). Following the limited negotiations, the Selection Committee reconvened on November 15, 2012 to assess the proposed contract terms with TZC and reconfirm, as appropriate, that its proposal continued to represent best value. At this meeting, the Authority staff presented the results of the limited negotiation process, which included additional refinements and clarifications in the interests of the Authority as well as a number of contract options (for both scope additions and reductions) that would be available for exercise by the Authority post award in its sole discretion.

The Selection Committee was advised that TZC's price and schedule offer upon which the Selection Committee's initial best value determination was based had not been modified and that there had been no concessions to TZC in the negotiations that might arguably affect the basis for the prior best value determination. Further, the Selection Committee was informed of the potential maximum price and schedule impact of all options proposed for inclusion in the contract (though the Selection Committee was also advised that it should not assume that any options would in fact be exercised).

Following deliberations, the Selection Committee agreed unanimously that TZC's post-negotiation offer continued to represent best value, taking account of all clarifications. Separately, the Selection Committee also concurred that this proposal also represented best value when considered with all clarifications and also taking account of

the potential price and schedule impacts if the Authority were to elect all options offered for incorporation in the contract.

In order to maintain the integrity of the procurement, the entire selection process was conducted in a blind manner such that the Selection Committee and the Major Projects Committee at all times were unaware of the identity of which Proposer submitted which proposal. All materials provided to the Selection Committee and Major Projects Committee was redacted to remove any potentially identifying material.

Following an approval by the Board to award a design-build contract to TZC, the contract will be reviewed by the Office of the Attorney General and the Office of the State Comptroller for approval. FHWA concurrence will also be sought.

TZC's proposal is further detailed below.

Proposal of Tappan Zee Constructors, LLC

TZC has proposed to build a cable-stayed dual-span crossing for the Project. Renderings of the proposed conceptual design are attached as Exhibit B. The aesthetic elements of the proposed design could be subject to additional changes as a result of both further design development as well as stakeholder review following award of contract.

TZC has proposed to design and construct the Project for a price of \$3,141,685,500 representing a net present value (based on ITP methodology) of \$2,958,848,783. TZC's proposal price represented the lowest cost of the three proposals on both a cash and net present value basis. The ITP provides that price would be evaluated on a net present value basis and the price differential on this basis, as considered by the Selection Committee, is \$746 million and \$878 million relative to the

other two proposals. (The cash differential is \$848 and \$917 million compared to these other proposals.) The Contract Price is subject to adjustment from time to time by orders on contract (sometimes referred to as change orders). Pursuant to the contract, the Authority will pay TZC based on work groupings called Price Centers. The Authority will be liable for payments only up to a pre-specified maximum cumulative amount per month.

In the event that TZC does not meet certain deadlines established in the contract, and the delay is not determined to be excusable, it will be subject to liquidated damages associated with the delays. Pursuant to TZC's proposal, a maximum of 66 months is permitted from receipt of the Authority's Notice to Proceed ("NTP") until Final Acceptance of the Project by the Authority. Other deadlines include 1,491 days from NTP (approximately 49 months) to remove all traffic from the existing TZB and 1,901 days (approximately 62 months) from NTP to physically complete all Project work.

As noted above, the Contract contains certain options that may be exercised by the Authority in its sole discretion. Each option includes a not-to-exceed cost or minimum credit amount, a potential maximum contract time extension, notice requirements and exercise deadlines. Several of the options must be initiated for consideration by the Authority on the date of the NTP or soon after the NTP. This process requires TZC to develop, for any option initiated, a proposed firm fixed price that is within the not-to-exceed amounts already established within the Contract and to demonstrate any proposed schedule impacts that are within the maximum schedule impacts indicated. In the event that the Authority decides after receipt of the firm fixed

price and schedule impact analysis to exercise any option, the changes to the Project would be implemented in the form of an order on contract. If exercised by the Authority, most options would result in increased contract price; however, the exercise of some options would result in a credit to the Authority. The maximum not-to exceed price of the options involving an increase in price is approximately \$310 million (consisting of both direct costs and potential schedule extension costs). Even if all of the options were exercised by the Authority at their maximum not-to-exceed prices and schedule impacts (a scenario which is considered unlikely) and no credit options were elected, the Contract price would still be approximately \$440 million less (on an NPV basis) and approximately \$540 million less (in contract amount) than that of the next-lowest proposer.

Project Costs

In addition to TZC's bid of \$3,141,685,500 and potential maximum \$310 million in option costs, there will be several other Project costs amounting to approximately \$500 million. These include costs of oversight engineering using both Authority personnel and consultants; contingency costs, including Authority-directed changes; right-of-way-acquisition costs; utilities and permit costs; environmental mitigation costs; and stipend reimbursements. The funding for the Project is still being developed and the Contracts Program funding will be amended when it becomes available.

Environmental Review Process

On October 11, 2011, Governor Cuomo announced that President Barack Obama approved New York State's request to expedite the review and approval process to begin

work on the Project. The expedited Federal review of the Environmental Impact Statement ("EIS") and processing of permits has allowed the Project to proceed rapidly and in parallel with the procurement process.

On October 12, 2011, the FHWA, with the Authority and NYSDOT as state lead agencies, issued a Notice of Intent ("NOI") for the Project pursuant to the National Environmental Policy Act ("NEPA") and the State Environmental Quality Review Act ("SEQRA") to examine alternatives for an improved Hudson River crossing between Rockland and Westchester Counties. As specified in the NOI, the environmental review of the Project would benefit from the previous studies of the broader Tappan Zee Bridge/I-287 Corridor Project. The NOI also included a notice of scoping, which initiated the public comment period on the Project's Scoping Information Packet, which included a description of the purpose and need, goals and objectives, alternatives to be considered in the DEIS, and the framework of analysis for the EIS. During the Scoping public comment period, two public scoping meetings were held on October 25, 2011 and October 27, 2011 in which the public was invited to submit written and/or verbal comments. The scoping public comment period ended on November 15, 2011.

Following scoping, the Draft Environmental Impact Statement ("DEIS") was prepared to assess the environmental impacts of the Project consistent with NEPA and other applicable regulations and requirements. FHWA, the Authority and NYSDOT approved the DEIS for public circulation on January 18, 2012, and a Notice of Availability ("NOA") was published in the Federal Register on January 27, 2012.

The public review of the DEIS included distribution of the document to government agencies, elected officials, civic and interested groups, and the public. During that time, public hearings were held on February 28, 2012 and March 1, 2012 at which members of the public offered oral testimony on the findings of the DEIS. FHWA, the Authority and NYSDOT initially established a 45-day public comment period for the DEIS, but the comment period was later extended to 60 days and ended on March 30, 2012. Comments received after March 30, 2012 were also responded to in the Final Environmental Impact Statement ("FEIS"). During the comment period on the DEIS, FHWA, the Authority and NYSDOT received 1,010 written comment submissions (letters and e-mails) from elected officials, public agencies, advocacy groups, and individuals. A total of 1,151 people attended the two public hearings. All comment letters, e-mails, and comment forms as well as the transcripts of the public hearings are provided in Volume III of the FEIS. The combined means of comments resulted in more than 3,000 individual comments on the DEIS. As appropriate, individual comments of similar views were consolidated, and comments were summarized. In total, the FEIS includes nearly 600 summarized comments with responses to each.

Subsequent to the publication of the DEIS, design refinements were made and other new information related to the Project became available. Consistent with 23 CFR Part 771.130, 6 NYCRR Part 617 and 17 NYCRR Part 15, a re-evaluation statement was prepared to determine whether a Supplemental DEIS ("SDEIS") should be prepared for the Project prior to the issuance of the FEIS. FHWA, the Authority and NYSDOT concluded that the design refinements and new information considered in the re-

evaluation did not have the potential to significantly impact the environment in a way not previously considered in the DEIS, and that it was not necessary to prepare an SDEIS.

After the public comment period on the DEIS closed and the re-evaluation was accepted, the FEIS was prepared and made publicly available by publication of an NOA in the Federal Register on August 3, 2012. The public review of the FEIS included distribution of the document to government agencies, elected officials, civic and interested groups, and the public. FHWA, the Authority and NYSDOT established a 30-day review period for the FEIS. Written comments were accepted through September 4, 2012, and responses to new or substantive comments were included in a Joint NEPA Record of Decision ("ROD") and SEQRA Findings Statement issued on September 25, 2012. The FEIS and Joint ROD and Findings Statement recognized that while the final project design and construction techniques ultimately utilized for the Project might vary to some degree from those assessed in the FEIS (as a result of the design-build process), the FEIS presented the most likely, worst-case scenario for construction of the Project.

Following the issuance of the Joint ROD and Findings Statement, TZC was identified as the best-value proposer. Design refinements related to TZC's proposed design and other new information related to the Project became available. Consistent with 23 CFR Part 771.129, 6 NYCRR Part 617 and 17 NYCRR Part 15, a second re-evaluation statement was prepared in order to assess the continuing validity of the FEIS and Joint ROD and Findings Statement and to determine whether a Supplemental EIS ("SEIS") or other additional analyses should be prepared for the Project. In the re-evaluation, attached hereto as Exhibit C, FHWA, the Authority and NYSDOT concluded

that the design refinements associated with TZC's proposed design and new information considered in the re-evaluation did not have the potential to significantly impact the environment in a way not previously considered in the FEIS and Joint ROD and Findings Statement, that TZC's design was within the envelope of impacts assessed in the FEIS, that it was not necessary to prepare an SEIS or other additional analyses, and that the FEIS and Joint ROD and Findings Statement remained valid.

At its meeting also scheduled for today, the Major Projects Committee is to consider the proposed award of the Project design-build contract to TZC.

It is recommended that the Board adopt the following resolution:

THRUWAY AUTHORITY RESOLUTION NO.
AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A DESIGN-BUILD CONTRACT FOR THE TAPPAN ZEE HUDSON RIVER CROSSING PROJECT (Contract D214134/TANY 12-18B) WITH TAPPAN ZEE CONSTRUCTORS, LLC AND MAKING CERTAIN FINDINGS AND AUTHORIZING CERTAIN OTHER ACTIONS RELATING TO THE PROJECT

RESOLVED, upon consideration of the requirements of the Authority's Request For Proposals for the Tappan Zee Hudson River Crossing Project (Contract D214134/TANY 12-18B) ("Project") and the actions and recommendations of the Selection Committee and the Selection Executives, including without limitation their determination that the proposal of Tappan Zee Constructors, LLC represents the best value proposal to the Authority based on the evaluation criteria set forth in the Instructions to Proposers, the Board concurs in the findings of the Selection Committee and the Selection Executives that the proposal of Tappan Zee Constructors, LLC

represents the best value proposal for the Project, and be it further

RESOLVED, that the Executive Director be, and hereby is, authorized to execute a design-build contract ("Contract") with Tappan Zee Constructors, LLC on behalf of the Authority substantially in the form and consistent with the terms and conditions set forth in the RFP for the Project as modified by addenda issued by the Authority and the limited negotiation process as described to the Board, and be it further

RESOLVED, that the Executive Director, or his designee, be, and hereby is, authorized to exercise all powers reserved to the Authority under the provisions of the Contract, manage and administer the Contract within the Project budget as approved from time to time by the Board, amend the provisions of the Contract consistent with the terms of this Item and other Board authorizations and suspend or terminate the Contract in the best interests of the Authority, and be it further

RESOLVED, that the Chair and Executive Director, or each of their designees, be, and hereby are, authorized to approve when necessary the exercise of Options or contingent or extra work for the Project described in the Contract provided that if the aggregate of all such Options, contingent and extra work items exceed \$50 million the written consent of a majority of the members of the Major Projects Committee shall be required or if the aggregate of all such Options, contingent and extra work exceed \$100 million the written consent of a majority of the members of the Board shall be required; and further provided that the Chair and the Executive Director may exceed such limits of authority set

forth herein if they reasonably determine that the projected delay in receiving consent of the Major Projects Committee or the Board would expose the Authority to any material increase in liabilities (subject to notice of such circumstance and award of extra or contingent work being given to the Major Project Committee and the Board, as applicable, as soon as reasonably practicable) ; and further provided if an Option set forth in Section 5.6 of Appendix 1 to Part 1 (Agreement) is proposed to be exercised in an amount exceeding \$25 million such Option exercise shall be subject to the written consent of a majority of the members of the Board; to adjust and determine disputed Contract claims in accordance with Contract documents; and to delegate to the Chief Engineer and other Project personnel such approval authorities consistent with this resolution as the Executive Director shall deem appropriate and prudent, and be it further

RESOLVED, that the Chair and the Executive Director, or each of their designees, be, and hereby are, authorized to enter into, extend, and modify project specific agreements or multi-project agreements with localities, utility companies, railroads, and/or others as may be necessary in order to facilitate the administration, progress and completion of the Project, and be it further

RESOLVED that the Executive Director, or his designee, be, and hereby is, authorized to acquire and grant such property interests (fee title, easements, etc.), in accordance with the provisions of the Authority's Real Property Management Policy, as may be necessary for the administration, progress and completion of the Project;

provided that the aggregate amount of acquisitions or amount of grants for the Project do not exceed \$5 million, and be it further

RESOLVED, that the Board adopts the Joint NEPA Record of Decision and SEQRA Findings Statement issued on September 25, 2012 and is made a part hereof, and be it further

RESOLVED, that, on the basis of the project re-evaluation statement, attached hereto as Exhibit C, the Board affirms that the Joint NEPA Record of Decision and SEQRA Findings Statement previously issued on September 25, 2012 and the FEIS previously issued on August 3, 2012 remain valid and are adopted and made a part hereof, and be it further

RESOLVED, that in accordance with the other powers delegated herein, the Chief Engineer shall be, and hereby is, authorized to make all necessary decisions pursuant to the State Environmental Quality Review Act ("SEQRA") and the National Environmental Policy Act ("NEPA") with relation to the Project, and be it further

RESOLVED, that quarterly reports shall be submitted to the Board by the Chief Engineer on the Project on approved additional funds expended for the Project, and be it further

RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to monitor total expenditures for the Project to insure that they do not exceed the expenditures authorized in this item, and be it further

RESOLVED, that the funding for the Project is still being developed and the Contracts Program funding will be amended when it becomes available, and be it further

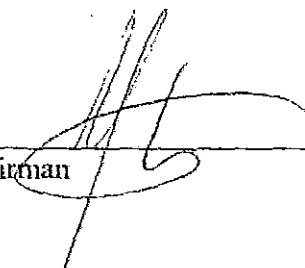
RESOLVED, that the Chief Financial Officer be, and he hereby is, authorized to make necessary adjustments in approved Budgets as required by implementation of any part of this resolution, and be it further

RESOLVED, that the Executive Director be, and he hereby is, authorized to enter into agreements with other governmental entities to allow for the sharing of resources needed for the Project, and be it further

RESOLVED, that any powers granted to the Executive Director by the Board to approve contracts and agreements, expenditures or increase expenditures for contracts and agreements shall be in addition to those powers granted under this resolution and any action taken pursuant thereto shall be deemed to be authorized under this resolution, and be it further

RESOLVED, that the provisions of this resolution shall be deemed to supersede all other inconsistent Authority policies and procedures to the extent necessary to implement the Project, and be it further

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


Chairman

Blue Ribbon Selection Committee Members

Name	Affiliation
David Aukland	Tarrytown Planning Board Member
Allen Biehler	Transportation Professor and former DOT Secretary
Keith Brownlie	Independent Bridge Architect
Edward Buroughs	Westchester County Planning Commissioner
Nuria Fernandez	Chief Operating Officer, Metropolitan Transportation Authority
Richard Kohlhausen	South Nyack Civic Leader
Joan McDonald	Commissioner, NYS Department Of Transportation
Gene McGovern	Construction Executive, McGovern Management
Karen Rae	Deputy Secretary for Transportation
Brandon Sall, BRSC Chairman	New York State Thruway Authority Board Member
Thomas Vanderbeek	Rockland Planning and Public Transportation Commissioner
Robert Yaro	President, Regional Plan Association

David Aukland

Mayor Drew Fixell designated David Aukland to represent the Village of Tarrytown on the Selection panel. Aukland is a member of the Village's five-person Planning Board, to which he was appointed in 2006. His work for the Village has included reviews of the implications of various Tappan Zee Bridge replacement proposals with the Mayor and other Officials, as well as other activities relating to the future development of the Village. Prior to his formal association with the Village of Tarrytown, Aukland worked for IBM. After early work in the United Kingdom, he spent fifteen years at the company's European headquarters in Paris, France.

Allen Biehler

Al Biehler is a Distinguished Service Professor of Transportation Systems and Policy at the H. John Heinz III College at Carnegie Mellon University, Executive Director of the University Transportation Center, and an adjunct professor in the Civil and Environmental Engineering Department in the Engineering College at Carnegie Mellon. He previously served for eight years as Secretary of the Pennsylvania DOT, leading an

organization that operated the nation's fifth largest state highway system and administered one of the country's largest grant programs for mass transit, rail freight, and aviation. In 2009, Biehler was elected President of the American Association of State Highway and Transportation Officials, where he helped to create the State Smart Transportation Initiative to assist state transportation agencies wishing to accelerate sustainable practices.

Prior to his post at the DOT, he was a Vice President with the international transportation consulting firm DMJM-Harris, where he was project manager for preliminary engineering of the North Shore LRT Connector project in Pittsburgh, Pennsylvania and Director of Planning and Preliminary Engineering for extension of the Tren Urbano rail system in San Juan, Puerto Rico. Earlier, Biehler was Director of Planning, Engineering and Construction at Port Authority of Allegheny County, in charge of the agency's \$500 million capital improvement program. He received a B.S. in Civil Engineering from the University of Pittsburgh, and a masters-equivalent Certificate in Highway Transportation from Yale University. He is a registered professional engineer in Pennsylvania.

Keith Brownlie

Keith Brownlie, an independent UK-based architect with over 20 years of experience, has shaped numerous landmark structures around the world and bases his work on the concept that "bridges should be particular to their place." His achievements include the Tipping Bridge in Newcastle upon Tyne; the Sail Bridge in Swansea; the Living Bridge in Limerick; and the Gateshead Millennium Bridge, which won the Stirling Prize for excellence in architecture. Before starting his own firm, he was director of an internationally recognized architectural consultancy. Brownlie was elected a Fellow of the Royal Society of the Arts for his artistic contributions to society.

Edward Buroughs

County Executive Rob Astorino designated County Department of Planning Commissioner Edward Buroughs to represent Westchester County on the Selection panel. Buroughs's career has since 1980 focused on municipal planning in Westchester, Putnam and Dutchess counties, following earlier experience in county and town governments in Pennsylvania. Prior to joining the county staff in 1994, he served as Director of Planning for the towns of Somers and Lewisboro in Westchester and as consulting town planner for the town of Carmel in Putnam County. He earned a Masters of City and Regional Planning from Rutgers University and a B.A. from the University of Delaware.

Nuria Fernandez

Nuria Fernandez is Chief Operating Officer of the Metropolitan Transportation Authority. She previously served as Senior Vice President of CH2M Hill, a firm that provides engineering, construction, and operations services for businesses and governments throughout the world. Prior to that, Fernandez served as Commissioner for

the Chicago Airport System, where she directed all airport operations, planning, engineering, and management services for O'Hare and Midway International Airports, the second busiest airport system in the world. She has also served in executive positions at the U.S. Department of Transportation (DOT), the Washington Metropolitan Area Transit Authority, and the Chicago Transit Authority. Fernandez holds a MBA from Roosevelt University in Chicago and a BS degree in Civil Engineering from Bradley University.

Richard Kohlhausen

Mayor Tish Dubow designated Richard L. Kohlhausen to represent the Village of South Nyack on the Selection panel. Kohlhausen was appointed to the SUNY Rockland Community College Board of Trustees by Governor Pataki and was reappointed by Governor David Paterson. He also serves as President of the Board of Nyack Hospital, and formerly served as President of the Nyack School Board and as a Member of the Board of the Edwin Gould Academy in Ramapo. A West Virginia native, Kohlhausen moved to Rockland more than 30 years ago and currently resides in South Nyack. He has worked as a chemical engineer in the pharmaceutical industry, and now works in the insurance industry for Capitol Risk Management Services, Ltd. in Nanuet. He earned a bachelor's degree in chemical engineering from New York University and an M.B.A. from Iona College, New York.

Joan McDonald

Joan McDonald is Commissioner of the New York State Department of Transportation. Commissioner McDonald previously served as commissioner of the Department of Economic and Community Development for the State of Connecticut, as Senior Vice President of Transportation for the New York City Economic Development Corporation, and as the Vice President in charge of New York and New Jersey at Jacobs Engineering. She began her transportation career as Deputy Commissioner for Planning and Traffic Operations for the New York City DOT and as the Director of Capital and Long Range Planning for the MTA Metro-North Railroad. McDonald received her Bachelor of Arts from LeMoyne College and her Masters of Public Administration from the John F. Kennedy School of Government at Harvard University.

Gene McGovern

Gene McGovern is widely known and respected as a manager of large construction projects. In 1979, he co-founded Lehrer McGovern Inc., which ultimately became a part of the construction industry leader now known as Bovis Lend Lease. Lehrer McGovern was the construction manager for the mid-1980s restoration of the Statue of Liberty, and worked on other high-profile projects including renovations of Grand Central Station and Ellis Island and the construction of Euro Disney and London's Canary Wharf business district.

Karen Rae

Karen Rae is Deputy Secretary for Transportation in the Executive Chamber. Prior to joining the Cuomo Administration, she served as Deputy Administrator of the Federal Railroad Administration in the Obama Administration, where she managed the federal high speed rail initiative and developed national freight and passenger rail policy. She also served as Director of the Virginia Department of Rail and Public Transportation, including negotiating and executing the multi-billion dollar public-private partnership contract for the Dulles rail project. She was previously General Manager of transit systems in Austin, Texas, Glens Falls and Buffalo. Rae was also Deputy Commissioner of Policy and Planning at the New York State DOT, where she was responsible for finance, planning and policy, and Deputy Secretary of the Pennsylvania DOT, where she led the creation of a streamlined, performance-based funding program for transit.

Brandon Sall

Brandon Sall is chairman and a non-voting member of the Blue Ribbon Selection Committee. He is a member of the Thruway Board of Directors and a partner at Sall & Geist and Gellert & Rodner, located in White Plains. Sall has vast experience with real estate law and knowledge of the process involved with land transactions. He is admitted to the Bar in New York, New Jersey, Connecticut and Florida and is a member of the New York State Bar Association. Sall received his B.B.A from the University of Miami and attended the Benjamin N. Cardozo School of Law in New York City. He resides in Harrison.

Thomas Vanderbeek

County Executive C. Scott Vanderhoef designated County Commissioner of Planning Thomas B. Vanderbeek, P.E., to represent Rockland County on the Selection panel. Vanderbeek has a wealth of experience with respect to facilities and water supply planning, having successfully worked with major governmental agencies including the U.S. Army Corps of Engineers and the New York State Department of Environmental Conservation, as well as Rockland County's towns and villages. He is a licensed professional engineer specializing in civil and environmental engineering as well as water resources planning. For eight years, he was a member of the Rockland County Planning Board. Vanderbeek also served as Stony Point Town Engineer and was project manager and engineer in the development of sewer systems in western Ramapo, overseeing environmental impact study, survey and design. Vanderbeek has a B.S. in Civil Engineering from Princeton University and is a member of the state Fire Prevention and Building Codes Council, the Rockland County Parks Commission and the National Society of Professional Engineers.

Robert Yaro

Robert Yaro is President of Regional Plan Association (RPA), the nation's oldest independent metropolitan policy, research, and advocacy group. He led development of and co-authored RPA's Third Regional Plan, A Region at Risk, and has authored and co-authored numerous papers and articles on planning and infrastructure for the five boroughs of New York City and the metropolitan region. He founded and co-chairs America 2050, RPA's initiative to create a national development and infrastructure plan. He is co-chair of the Empire State Transportation Alliance, on the board of the Forum for Urban Design, and an honorary member of the Royal Town Planning Institute. Yaro holds a Masters in City and Regional Planning from Harvard University and a B.A. in Urban Studies from Wesleyan University. In addition to leading RPA, Yaro is a professor of practice at the University of Pennsylvania and has consulted on city and regional planning issues across the United States and in Europe, China, Japan, Turkey, and North Africa.