

Joanne Mahoney: Good morning and welcome to the June 7, 2021 meeting of the Thruway Authority Board of Directors. I'm Joanne Mahoney and on the WebEx we have board members Robert Megna, Dr. Jose Veras, Don Rice, and Steve Saland. Today we will start with the Finance Committee, Bob Megna is chair of that committee. Also serving are Don Rice and Dr. Veras, and I am ex officio. So Bob, I'll turn it over to you please.

Bob Megna: Sure thank you. The first item is the approval of the minutes of the Finance Committee Meeting #62. May I have a motion to advance and discuss and if not, a vote?

Dr. Veras: Motion.

Bob Megna: Do I have a second?

Don Rice: Second.

Bob Megna: All in favor?

All: Aye.

Bob Megna: Any discussion on the minutes? If not, can I have a motion to approve the minutes?

Male: Motion to approve.

Bob Megna: A second?

Joanne Mahoney: Second.

Bob Megna: All in favor aye?

All: Aye. Any opposed? The motion is approved. The second item is review and approval of the financial reports for January, February and March of 2021. And Matt Howard will present.

Matt Howard: Thank you. Through March total traffic was down by 9% below the prior year and 15% below pre-COVID 2019 levels. Commercial traffic actually increased by 16% while passenger traffic decreased by 11% below the prior year. During this first half of the year, we see pretty dramatic swings when comparing the traffic to prior years for both January and February, the total traffic was down when compared to last year's pre-COVID levels in 2020, January and February were down by about 20% below the 2020 levels. However there are some positives to report. First, commercial traffic from the entirety of this year has remained strong even exceeding the pre-COVID levels. Preliminary estimates indicate that the year to date commercial traffic is up about 15%

above the pre-COVID 2019 levels. Second, on the traffic revenue basis, we see things pick up quite a bit since the mid March timeframe. While our total revenues through March were about 13% below pre-COVID 2019 levels, by the time April is completed, our preliminary year to date total revenues indicate that they are only about 4% below that pre-COVID 2019 level. So we made up a lot of ground in the March to April timeframe and that continued to this date. It's a lot speed, pretty much right in line with our budget forecast for total revenue. As far as response to revenue receipts of \$149 million and total revenues at the reduction of about 2.6% or \$4 million below 2020 and while 13% as indicated below 2019 levels. Of this, commercial tolls through March were up by about 12.4% from the prior year and passenger total revenues were down by about 15% from the pre-COVID 2020 levels. In total, we collected \$160 million through March comprised of \$149 million in toll revenues, \$812,000 in concession revenues, \$6.7 million in EZ-Pass and toll by mail fees, and \$3.5 million in rental and other sundry revenues. On the operating expense side through March our expenses totaled \$89 million which is \$2.6 million below 2020 and reimbursements for the State Police cost were about 15% or \$15.5 million, which was 1.1M or 7% above above last year's level. Through March, our total revenues were about \$8 million or 5% below what we had planned for from a budget perspective. Again, from that point forward, we actually made up ground. On the expense side we're about \$678,000 or 0.6% above our budget target. With that I'd be willing to answer any questions that any board members would have.

Bob Megna: Any questions for Matt

Dr. Veras: I have a question about this, what is the expectation of truck traffic? Do you expect it to be higher than the pre-COVID 19 for an extended period of time or do you expect that to go back?

Matt Howard: You know it's ones of those things that is a positive surprise that it's been so strong and I suppose there is a question in the sudden market dip and kind of economic behavior the way goods and services are transported. We've had some preliminary talks with traffic engineering groups, really started on preparing the forecast for next year's budget and you know, I'm glad that they've actually been sort of seeing the same thing that we have. In conversation about what the expectation is, I think that we are likely to be seeing at least that trend continue for the course of this year but I would also probably be a little bit cautious about relying on it as a long-term effect. And I think that's going to take a closer look at it that way.

Bob Megna: Thanks. Has it been, you know the commercial stuff is interesting, I mean it really is. I mean is it affected at all by traffic patterns during COVID? Was it easier to ship commercially by truck? Did it make more sense to do that? Do we know any of that?

Matt Howard: Well it's been so broad based that it's really across the system as a whole. Because I will tell you that when we began seeing these numbers earlier in the

year, I was frankly a little bit concerned that they were overly optimistic. And the more we dug into it, the more we realized that it wasn't a situation of like you know a commercial route into the city or you know a specific area. It's really been a broad-based increase across the entire system.

Dr. Veras: If I may say, if we collected later as part of our research, there was an increase in Internet orders of about 35% basically part of that might be the increased use of ecommerce as by households basically. 35% is a big number.

Matt Howard: Yeah, without a doubt that's a huge factor of what we're seeing out there definitely.

Joanne Mahoney: We've also very well publicized how much more user friendly we are with the cashless tolling and it might make it more appealing for people to use that route.

Bob Megna: Great, any other questions for Matt on this item? If not, we'll move to item 3 on the agenda which is investment transactions for the first quarter of 2021 and again Matt Howard will take us through it.

Joanne Mahoney: Bob do we have to...

Bob Megna: Oh I'm sorry, we have to yes, we do. Can I have a motion to adopt this item #2?

Joanne Mahoney: So moved.

Bob Megna: Do I have a second?

Dr. Veras: Second.

Bob Megna: If there's no further discussion all in favor?

All: Aye. Any opposed? The motion is approved. That was so efficient Matt that's why I jumped ahead to the investment transactions and you can take us through that now.

Matt Howard: Thank you. This item seeks your approval of the 49 investment transactions for the first quarter of 2021. This is consistent with the investment policy that was approved at our last Board Meeting. These transactions include the purchases of authorized securities, repurchase agreements and certificates of deposit. The attached exhibit A presents the details of all the investments purchased during the quarter that ended on March 31st and B details the investments that were held as of that end date before March 31st. Through the end of the first quarter, we had \$1.4 billion in investments comprised of \$1.3 Thruway Authority funds, \$25 million in Trust Fund Program investments, and \$58 million in state personal income tax revenue bond

program funds. The average yield was 0.4% with a weighted average maturity of about 39 days. And with that I would be willing to answer any questions.

Bob Megna: Any questions for Matt? If not may I have a motion to advance this item?

Steve Saland: Motion.

Bob Megna: Can I have a second? All in favor?

All: Aye. Any opposed? The motion is approved. Now we can move onto item #4 approving the 20th supplemental resolution authorizing the issuances of General Revenue Bond Series O approving the forms of certain related documents and authorizing an authorized officer to execute any other necessary documents related thereto and Matt will help us understand what that means.

Matt Howard: Thank you. This item requests the Committee's approval that will allow us to begin the work necessary to issue a general revenue series all bonds to support the costs associated with the 2021 Thruway Authority capital program as it was included in the budget that was approved in December. This issue will allow up to support the refunding also of previously issued Thruway General Revenue Series I bonds as well. It does mean that depending on market conditions that this refunding produce anywhere from \$10 to \$20 million in debt service aids. Again, approval of this proposed bond issuance is consistent with the budget that was approved in December and it includes the authorization for us to issue General Revenue Series O bonds as a competitive sale in an amount not to exceed \$600 million. Of this, it is estimated that \$450 million will support the capital program and \$150 million will support the refunding of the previous issued Series I bonds. Further, the item seeks your approval of the forms that certain related documents necessary to execute the transactional date. These documents include the supplemental resolutions, the preliminary official statement and a notice of sale. With this Board authorization, we can begin to do the work required to secure this segment of financing to support budget costs for the end of 2021 into the bulk of 2022. Working on this transaction on our behalf are members of the team that includes our bond council Harris Beech and our financial advisor for Public Resource Advisory Group And Acadia Financial Group. And then thank you for that and I look forward to answering any questions that you might have.

Bob Megna: Questions for Matt.

Steve Saland: May I ask a question Bob?

Bob Megna: Of course.

Steve Saland: Matt on the new refinancing portion of that will the Authority save any money at the current rate?

Matt Howard: Yeah, we, in the preparation for this meeting we had some estimates done for us to see what the yield would be on that refunding and it came back really looking at \$10 to \$20 million range about \$150 million in bonds refundable. So, the plan is that this issuance would likely occur in the September timeframe which would allow us to refund on a current basis and do it as a tax exempt refunding. So, again, at the end of the day, we are kind of anticipating that \$10 to \$20 million in debt service savings.

Steve Saland: Thank you.

Bob Megna: Hey Matt, given the low to the Senator's question there, given the kind of amount of refundings we've done over the past few years it might be interesting to know what we think like aggregates. I'm not asking for right now but aggregate savings from the refundings we've done might be a good thing to kind of know.

Matt Howard: Definitely. The most recent one that we did 2 years ago was a significant restructuring of large aspects of our outstanding debt portfolio. This, compared to that is a much smaller issuance or refunding and the candidates that we have to refund are sort of staggered out based on our past history of issuance. So, I do know that I believe this is one that we have the ability to do by the end of 21. After that it's a few years before the next candidates for refunding actually come in. But being able to quantify it all definitely is a good thing and something we can do.

Bob Megna: Thanks Matt. Any other questions for Matt? If not, may I have a motion to advance this item?

Joanne Mahoney: So moved.

Bob Megna: Second?

Dr. Veras: Second.

Bob Megna: Any further discussion? If not, all in favor?

All: Aye. Any opposed? The motion is approved which takes us to item 5 approving and adopting the 13th supplemental bond resolution authorizing the issuance of state personal income tax revenue bonds series 2021A. Approving the forms of certain related documents, and authorizing the execution of any other documents thereto. Again, Matt will take us through it.

Matt Howard: Thank you. Again, this item would authorize the issuance of State Personal Income Tax Revenue series 2021 A bonds and approve a form of the documents and authorization necessary to execute the transaction. These State PIT bonds will be issued on behalf of the State of New York at the request of the Division of Budget and are secured by payments made to the Authority from funds held in the

State's Revenue Bond Act. There is no pledge of Authority revenues or assets for security for these bonds and as such, the Authority is not liable in the event of a failure to appropriate the necessary funds to pay debt service on these funds. Proceeds from this issuance will be used to pay fund or reimburse the cost of various transportation and transit projects throughout the State, B, refund certain State personal income tax revenue bonds that previously had been issued by the Authority on behalf of the State and C, pay certain costs related to issuance and execution of the Series 2021A Bonds.. This item would authorize the issuance of up to \$2.5 billion of such series 2021 A bonds to support these authorized purposes as competitive sale. Public Resources Advisory Group serves as the Authority's financial advisor and Harris Beech as bond council and Harford Law Firm as co-bond council. The transaction is expected to be priced and closed in May to late July. With that I'd be willing to answer any questions.

Bob Megna: Any questions for Matt? If not...

Steve Saland: It's my understanding that this won't impact our rates when we next go to market?

Matt Howard: That is correct, there is no bearing on the rate that the Authority will receive for it's bond issuance services. It's completely separate from that. I would also add that the cost of executing the transaction ultimately is reimbursed by the State really no financial effect on it.

Bob Megna: Other questions for Matt? If none may I have a motion to advance this item?

Dr. Veras: So moved.

Bob Megna: Can I have a second?

Joanne Mahoney: Second.

Bob Megna: Any further discussion? If not all in favor?

All: Aye. Any opposed? The motion is approved. At this point is there any other business that needs to be conducted by the Finance Committee? If not, we can move onto adjournment. And can I have a motion to adjourn today's meeting of the Finance Committee?

Joanne Mahoney: So moved.

Bob Megna: Can I have a second? All in favor?

All: Aye. The committee is adjourned.

Joanne Mahoney: Thank you Bob. I'd like to call to order the Board Meeting of the New York State Thruway Authority. A scheduled meeting has been noticed by the Meeting Law and it is called to order pursuant to by-laws Article 3 section 2. May I please have a motion to enter the Board Meeting? Thanks Steve. Bob second. All in favor?

All: Aye.

Joanne Mahoney: Okay we are now in the full meeting of the Board and our first order of business is the Public Comment period for speakers to address items that are on today's agenda. Due to COVID-19 and Executive Order 202.1 we're able to have our Board Meeting by WebEx. Individuals who wish to address items on today's agenda would have had to submit their written comments via e-mail prior to this Board meeting to our board administrator. Tanya has anyone sent in written comments regarding today's agenda?

Tanya: No, they haven't.

Joanne Mahoney: Okay that will conclude the Public Comment period about today's agenda and the next order of business is the approval of the consent agenda. You'll see items 1 through 5 which we just heard in detail. May I have a motion to approve consent items 1 through 5?

Dr. Veras: So moved.

Joanne Mahoney: And a second? Thanks Bob. All in favor?

All: Aye. Hearing no opposition, the 5 items are approved and we're going to turn things over to our Executive Director Matt Driscoll for his report.

Matt Driscoll: Okay good morning everyone again. So, just a brief update on two items; first the cashless tollbooth removal as part of our AETC removal there is no issues to report, it's moving along very well. Booth removal continues across the state. The goal to remove all of those remaining booths by early fall. We have 32 of 52 locations removed to date. The second piece is the service plazas which you will recall you authorized the lease with Empire. Empire is on track to take over those facilities beginning on July 29th. The first 10 locations would close mid to late August. So they're moving right along and we expect the activity beginning as I say mid to late August of this summer. We're excited about the rebirth of the locations. I think the public, the traveling public and our customers certainly are going to be very pleased with the end result.

Joanne Mahoney: Okay thanks. Any questions for Matt. I think I remember that we're staggering so the 10 will be every other one and so people will still have a convenient place to stop while we're under construction?

Matt Driscoll: That's correct. I can tell you the first 10, I'll name them: It's Indian Castle, Junius Ponds, Chittenango Ardsley, Iroquois Clarence, Clifton Springs, Pembroke, New Baltimore and Plattekill. And the other thing that I'd also like to let all of you know we're excited, one of the things was looking for new food opportunities in addition to all of the accoutrements that are going to be provided to our customers and freight industry as well, of course, there will be Taste New York presence and Ag and Market Store, Starbucks and Dunkin will continue. New features like Steak Shack, Chick-Fil-A, Panera, Panda Express and Popeye's are some examples of some of the new features that people will see.

Joanne Mahoney: Sounds good.

Matt Driscoll: Yeah it's going to be nice.

Joanne Mahoney: Any questions for Matt? Thank you very much and we will move on with the action agenda. Agenda item #6 approving the selection of a pool of firms for financial advisory services and a pool of firms for co-financial advisory services and authorizing the execution of contracts for that service. Matt Howard can present that for us.

Matt Howard: Thank you. For this item, a pool of three firms are recommended to provide primary financial advisory services as financial advisor for the issuances of bonds and other financial matters. Additionally a secondary pool of two firms are recommended to provide supplemental financial advisory services in a capacity of co-financial advisors for again, the issuances of bond notes and other financial matters. The following firms, with respect to financial advisory, co-financial advisory pools are recommended to the Board for their consideration. For the financial advisor pool it's Acadia Financial Group, Frasca & Associates LLC and Public Resources Advisory Group. For the co-financial advisory pool it includes Rockfleet Financial Services and TKG Associates LLC. Each financial advisory firm will be required to enter into a contract with the Authority under provision of these services. The terms of the engagement for each firm within these pools will be a three-year period ending on July 18th, 2024 with two options; a one-year extension and payment will be provided based on hourly rates that were submitted. These costs are incurred by Authority issuances of bonds or other obligations either in accord with Thruway on behalf of the State of New York and are funded out of protected bond proceeds from those issuance. These costs these contracts will need to be sent to the Attorney General's Office and Office of State Comptroller for their respective approvals. We anticipate that the maximum annual payment for each contract will be \$1.4 million for the primary financial advisory service and \$315,000 for a co-financial advisor contract. And again, payment of any expenses from these contracts will be subject to the assignment of work that will occur on our

financing cases going forward. It is a broad summary and if there are any questions, I'd be willing to answer any.

Joanne Mahoney: Thanks Matt. Any questions for Matt regarding agenda #6? Hearing none can we have a motion to approve please?

Bob Megna: So moved.

Joanne Mahoney: Thanks Bob. Steve second. All in favor?

All: Aye. Seeing, hearing no opposition, the motion is approved. Agenda item #7 is a new salary schedule for MC Management Confidential employees and John Barr is going to present that for us. Good morning John.

John Barr: Good morning Chair and good morning Board members. This board item seeks your approval to provide a 2% general salary increase for our Authority's MC employees. This would be retroactive to the pay period that includes July 1st of 2020. Additionally, this Board recommends the Executive Director monitor New York State MC salary actions in 2021. It provides authorization for the Executive Director to take necessary steps to grant and implement future 2021 salary actions for the Authority's MC employees that have or may have been afforded to the New York State Executive Branch MC employees. There is no additional funding required as sufficient funds have been included in the 2021 Operating Budget. I'd be happy to answer any questions at this time.

Joanne Mahoney: John can you remind everybody the sequence of the Thruway Authority employee's salary increases recently?

John Barr: I can. In 2020 we suspended for both our unit 1 and unit 2 CSEA and teamster employees their 2% salary increases as a result of the economic impact of the pandemic. They were recently reinstated here at the Authority for both 2020 and 21 for our unit employees. This action would align our MCs for the year 2020 for a 2% salary increase.

Joanne Mahoney: Okay so we're follow CSEA with the MC Increase.

John Barr: In 2020 we are, we are not going forward in 2021 with MCs we are monitoring what the state is doing with their MC employees.

Joanne Mahoney: Okay any questions for John? Hearing none, can I have a motion to approve? Thank you and I saw a second. All in favor?

All: Aye. The motion is approved. I'm hearing an echo I don't know if you are too?

Bob Megna: Yeah.

Joanne Mahoney: Should I continue Peter or is there something we can do? I will move on can you hear me okay? Okay. Alright we just passed agenda item #7 and Tim Bonney will present the next item authorizing the Executive Director to execute a non-engineering personal services contract with Securitas to provide you can read it on your agenda, so go ahead I'll turn it over to you Tim. I see you there thank you.

Tim Bonney: Yeah good morning. This is to provide NICE and Situator hardware and software maintenance for the Governor Mario M. Cuomo Bridge security management system. The software manufacturer is Cognify. So NICE software is the central controlling environment of the security camera surveillance system on the Governor Mario M. Cuomo Bridge. NICE controls and connects all the security cameras located on the bridge including landings, bicycle, pedestrian paths, maintenance facilities, State police and communication buildings in Tarrytown. NICE provides redundant 24/7 video recording and storage and also controls the video wall in use at the Tarrytown Operations Center. Situator integrates the multiple systems to provide a single situation management solution. Situator connects NICE secured door gate and access control, intrusion detection and life line phones and help phones on the bridge. It monitors all these systems. It provides real time effective response to security events by providing instant camera access and managing the security event process walking the operator through the process to respond as well as documenting the event. This contract is for a term of 5 years not to exceed \$1,296,199.44. I will take any questions on that.

Joanne Mahoney: Any questions for Tim? He has a very specific number for the contract, 44 cents. Okay can I have a motion to approve Tim's presented item? Thanks Bob. A second? Thank you. All in favor?

All: Aye. Hearing no opposition, the item is approved. Agenda item #9 Tim I think you're up again authorizing the Executive Director to execute a personal services contract with Signify North America Corporation.

Tim Bonney: Yep. This contract provides maintenance and support services for the Governor Mario M. Cuomo Bridge esthetic lighting and roadway lighting systems. So Signify provides the system and software controls for the bridge roadway and esthetic lighting. These systems provide the software technology to monitor and maintain the entire bridge lighting system as well as develop schedule and maintain the theme esthetic light shows that you see routinely. This contract has a 5-year term not to exceed \$613,855.00. And I will take any questions on that contract.

Joanne Mahoney: Any questions for Tim? Can I please have a motion to approve? Thank you. Steve your mic is off but we can see your hand when you vote.

Steve Saland: I thought I was on mute.

Joanne Mahoney: Now we can hear you I think. The motion is approved and Tim one more for Tim agenda item #10 authorizing the Executive Director to execute a non-

engineering personal services contract with Securitas to provide software maintenance for Stratus Ever Run software for the Governor Mario M. Cuomo Bridge.

Tim Bonney: Yes, Ever Run provides high availability of the security management system servers to prevent downtime in the event of a hardware failure. In the event of a hardware failure, Ever Run will seamlessly switch over it's processes to back up and redundant servers to maintain data integrity. This contract would have a 5-year term not to exceed \$98,577. And I'll take any questions on that.

Joanne Mahoney: Any questions? I'll remind everybody who's paying attention that we do have the opportunity to talk to folks in between meetings, so we've had a lot of questions answered along the way. Can I please have a motion to approve agenda item #10. Thanks Bob. Second?

Dr. Veras: Second.

Joanne Mahoney: Thank you. All in favor?

All: Aye. The motion is approved. Agenda item #11 is Frank Hoar's presentation authorizing the Executive Director to execute a fourth amendment to the General Council Bond Agreement with Hawkins Delafield and Wood to increase the maximum amount payable. Frank.

Frank Hoar: Good morning Chair Mahoney and members of the Board. The next three items are from the Legal department. Item #11 requests for authorization to increase payment to Bond Council Hawkins, Delafield and Wood by \$150,000. This additional amount is necessitated by additional work that they have performed in terms of obtaining short-term financing that was required due to the effects of COVID-19. In addition, they performed work in regard to the service area modernization program. And that would be brought an additional \$150,000.

Joanne Mahoney: Any questions for Frank? May I please have a motion to approve?

Bob Megna: So moved.

Joanne Mahoney: And I saw Jose a second. All in favor?

All: Aye. The motion is approved. Frank #12 please.

Frank Hoar: Item #12 requests your approval to execute a lease in Suffern, New York for the New York Division Headquarters building. It is a 10-year lease in a total amount of \$6,000,000 over those 10 years for over 20,000 square feet of area. And the agreement was negotiated by OGS on our behalf with the landlord. That's all I have on this item subject to your questions.

Joanne Mahoney: This is the same place where they are now is that right?

Frank Hoar: Yes.

Joanne Mahoney: Any questions? May I please have a motion to approve? Thanks Jose. And a second?

Bob Megna: Second.

Joanne Mahoney: All in favor?

All: Aye. The motion is approved. And #13 authorizing the Executive Director to execute agreements for general bond council and co-bond council services to the Authority. Frank please.

Frank Hoar: Yes, thank you. This is a request for authorization to select bond councils and co-bond councils over the next 5 years. The six firms have been selected or recommended to you for general bond council; they are Harris Beech, Hawkins Delafield, Wood, both of whom are currently engaged as general bond council, and then four firms that are new to the general bond council list; Hartwick Law Firm, The Bryant Rabbino Law firm, both of whom are minority owned business firms, Nixon Peabody and Barkley Damon. These six firms are recommended to you as general bond council for the next 5 years.

The second list is the position of co-bond also for 5 years and the five firms elected for co-bond Golden Holly James, D. Seaton and Associates, Lewis and Munday PC and Pearlman and Miranda, and the Law Offices of Joseph Reed. We recommend those to you. The General Bond Council will be 5 years with a maximum value of \$800,000 over that period and the co-bond council would be also 5-year contracts at a value of \$200,000. That's all I have subject to your questions.

Joanne Mahoney: Thank you Frank, any questions? May I please have a motion to approve? Thanks Bob. Second? Thank you. All in favor?

All: Aye. Thank you agenda item #13 is approved. Moving on Rich Lee will present agenda item #14 a term agreement for bridge and highway design support services in the Buffalo and New York Division. Rich.

Rich Lee: Good morning. This morning I am seeking authorization of actually four separate term agreements for bridge and highway design support services for the Buffalo in the New York divisions; D214810 is for bridge design support services in the Buffalo division. Has a maximal amount payable of \$3 million and a 4-year term. The selected consultant is Bergman Associates Engineers, Landscape Architects and Surveyors, DPC, there were 17 firms who submitted letters of interest 4 of which were short list. D214811 is for highway designs for services in the Buffalo region. It has a

maximal amount payable of \$3 million and a 3-year term. The selected consultant in this case is Stantec Consulting Services, Incorporated. 17 first submitted letters of interest, 3 were short listed. D214812 is for highway design support services in the New York division excluding the New England thruway I95. It has a maximal amount payable of \$6 million and a 3 year term. The consultant for this agreement is WSP USA, Incorporated. There were 20 firms who submitted letters of interest 4 were short listed. And the last one is D214813 that's for highway design support services again, in the New York division but this is for the New England Thruway I95 only. Its maximal amount payable is \$8 million and has a 4 year term, Hennigson Durham and Richardson Architecture and Engineering DC is the consultant here. There were 17 firms who submitted letters of interest and 5 which were short listed. So if you have any questions on any of these contracts.

Joanne Mahoney: I don't. That was a through presentation. Does anybody have any questions for Rich on these contracts? Motion please? Thank you. Second. All in favor?

All: Aye. The motion is approved for the four contracts. Rich you're up again for agenda item #15 a term agreement for construction inspection support services in Buffalo and New York divisions. Please.

Rich Lee: This item requests authorization for 2 term agreements for consultant inspection services. Both agreements have matching amounts payables of \$3 and terms of 2 years. D214822 was for the Buffalo division, Ravi Engineering and Land surveying PC is the selected firm. There were 5 letters of interest 3 firms were short listed. D214823 is for the New York division, Dewberry Engineers Incorporated is the consultant here. 20 firms submitted letters of interest 5 were short listed. And again, any questions on any of these contracts.

Joanne Mahoney: Any questions? May I please have a motion to approve agenda item #15?

Steve Saland: So moved.

Joanne Mahoney: And a second. Thanks Bob. All in favor?

All: Aye. The motion is approved. Agenda item #16 is for you Rich a term agreement for design services for the north and south Grand Island bridges please.

Rich Lee: Thank you. With this item I'm requesting authorization for supplemental agreement #1 to engineering agreement D214339 with CHA Consulting Incorporated. At meeting #706, the Board authorized D214339 with a maximal amount payable of \$3 million for design services for the rehabilitation of the North and South Grand Island bridges. Supplemental agreement #1 which is for \$800,000 is necessary to complete

seismic retrofitted designs and under steel repair designs which will be included in an upcoming capital project. Any questions?

Joanne Mahoney: Hearing none may I please have a motion to approve?

Dr. Veras: So moved.

Bob Megna: Second.

Joanne Mahoney: All in favor?

All: Aye. Agenda item #16 is approved and the last one for Rich Lee today agenda item #17 authorizing additional funding for safety upgrades and miscellaneous work in the Albany division. Rich again, please .

Rich Lee: Okay this item requests additional funding for contract D214806 Albany division safety upgrades and miscellaneous work. This project was let on April 21 and was originally budgeted for \$5 million. Three bids were received all from qualified and experienced contractors, low bid was \$6,234,179.63. A bid analysis was performed which showed that the majority of the cost differential, and this was consistent across all 3 bidders, was materials for new guardrail and assemblies and transitions. Speaking with suppliers, we confirmed that the cost of steel used in highway barrier systems rose approximately 45% since last year. Sufficient funding to complete these safety upgrades and the additional \$1.234 million was available in the 2021 contracts program. So any questions?

Joanne Mahoney: That is a huge increase 45% in the cost of steel in 1 year.

Rich Lee: Well and this wasn't all steel, it was just steel used in these particular systems and a combination of certain plants being closed for periods of time and back logs at a time when the industry of projects and many others kept going. So it was kind of a supply and demand issue and hopefully over time, it may take a while, but hopefully over time it will get more back to a reasonable rate.

Joanne Mahoney: Thanks Rich. Any questions? Hearing none, may I please have a motion to approve agenda item #17? Bob with a second. All in favor?

All: Aye. The motion is approved. Number 18 we'll ask Jim Konstalid to present authorizing the Executive Director to execute a contract with CPR and Safety Consulting and Training.

Jim Konstalid: Thank you Madam Chair, board members. I'll actually be presenting items #18 through 29. Item #18 seeks Board approvals to authorize the Executive Director into an agreement with CPR and Safety Consulting and Training, LLC doing business as compliance training for chainsaw safety. To provide chainsaw operation

training to Thruway maintenance employees. The Authority is required to comply with OSHA regulations pertaining to safety practices, means, and methods and operations for all type of logging. On December 30th, 2020, the authority issued an RFP for chainsaw safety training in which 4 proposals were received. These proposals were reviewed by an internal evaluation committee and CPR Safety Consulting and Training was found to be fully responsive. The contract term is for a 3 year period with option to renew for 2 one year periods. Total cost of the contract is not to exceed \$138,000. There are sufficient funds in the 2021 budget. Future funds will be allocated in the future budget years. I'd be happy to answer any questions you may have.

Joanne Mahoney: Any questions about the chainsaw training? May I please have a motion to approve?

Bob Megna: So moved.

Joanne Mahoney: And I saw a second. All in favor?

All: Aye. Thank you. Jim.

Jim Konstalid: Thank you. Item #19 seeks Board authorization for Executive Director to enter in agreement with Train for the Crane LLC. The training and certification of crane operators across the Thruway. The Authority is required by OSHA, the New York State Department of Labor and PESH that crane operators certify through testing to make sure that they are competent on the operation of cranes used by the Thruway. On December 17th, 2020, the Authority issued an RFP for training and certification of crane operators. The authority received only one response to the RFP. A single proposal was reviewed and scored by the internal evaluation committee and Train for the Crane, LLC was found to be fully responsive. The contract will cover a 3 year period with option to renew for 2 one year periods. The cost is not to exceed \$202,400. I'd be happy to answer any questions you may have.

Joanne Mahoney: Any questions? Hearing none motion please? Thanks Jose. Second. Bob. All in favor?

All: Aye. Seeing no opposition that's approved. Then item #20 Jim.

Jim Konstalid: Thank you. Item #20 seeks Board approval for the Executive Director to enter in agreement with Calvary Safety and Security Services, LLC for arc Flash/electrical safety training for Authority employees who service, test and repair equipment with potential shock hazards.. On March 10, 2021, the Authority issued an RFP for arc Flash/electrical safety training. The authority received 4 proposals in response to the RFP. An internal evaluation committee reviewed the proposals. The firm Calvary Safety and Security Services, LLC was found to be fully responsive. The contract term is for a 5 year period and the contract total is not to exceed \$54,000. I'd be happy to answer any questions.

Bob Megna: Alright, I want to ask a question just to break the monotony. I don't remember doing these in the past. We probably did them. Why are we doing all of these now?

Jim Konstalid: That's a good question. Actually we were speaking of something previous to this. I think because there were multiple year and that was my understanding. They required to come to the Board if they were single year we wouldn't have to. That was my understanding of it.

Bob Megna: Okay.

Jim Konstalid: Anything else I can answer for you?

Joanne Mahoney: Can I please have a motion?

Steve Saland: So moved.

Joanne Mahoney: And I see a second Bob thank you. All in favor?

All: Aye. Agenda item #20 is approved and I'm holding my tongue about Bob's focus on safety when he was Executive Director. Doesn't recall any of the safety contracts [laughs] I'm teasing.

Bob Megna: I think I wouldn't have bothered the Board with 15 of these at once but that's okay.

Joanne Mahoney: Okay Jim item #21 please.

Jim Konstalid: Thank you. Item 21 seeks the Board authorization to enter into a single source maintenance agreement with Capps Travelacon, USA Incorporated. This agreement will allow critical system provided on the Governor Mario M. Cuomo Bridge. Kapsch system was originally installed by Tappan Zee instructors as part of the New New York Bridge Design Build Project. The system is critical to providing traffic information to motorists such as sign messages, variable speed limit signs, lane designation arrows and cameras. Staff has determined it is in the best interest of the Authority to continue using this system on the bridge. The agreement has a term of 3 years with the option to renew for 2 one year periods with a maximum amount payable to not exceed \$305,908. I'd be happy to answer any questions you may have.

Joanne Mahoney: I'm sorry I'm just curious why it's a single source.

Jim Konstalid: Because it was already in place on the bridge and this was the provider that has installed it so it's really their materials and their equipment. So that's was part of the design build so they would maintain the bridge.

Joanne Mahoney: Got ya.

Jim Konstalid: Anything else I can answer for you?

Joanne Mahoney: Hearing no more questions, may I please have a motion to approve? Thank you and I saw a second. All in favor?

All: Aye. The motion is approved. #22 Jim authorizing the Executive Director to execute agreement with Castle Rock.

Jim Konstalid: Thank you. Item 22 seeks the Board authorization to enter into a single source agreement with Castle Rock Associates, Incorporated to maintain the existing traffic management system that supports the entire roadway with the exception of the Governor Mario M. Cuomo Bridge. The Authority has been using the car system which is owned and maintained by member agencies. This product provides critical traveler information that includes sign messaging and other information. It's important that there is software maintenance support for this system. Castle Rock has developed the system and provided the software maintenance for the Authority since 2004. The exiting agreement with Castle Rock expired on December 31st, 2020. This agreement will have a term of 5 years with an amount not to exceed \$500,000. We have included \$158,000 of the \$500,000 for enhancements that are deemed necessary in the future. I will take any questions you may have at this time.

Joanne Mahoney: Any questions? Seeing none may I please have a motion to approve? Bob and a second Steve thank you. All in favor?

All: Aye. And we are approved so Jim agenda item #23 please.

Jim Konstalid: Thank you. Items 23 through 25 are all related to the New York Customer Service Center competitive procurement process. As a result I will be presenting all three collectively for consideration. The New York Customer Service Center is operated by the MTA Bridges and Tunnels Support Authority of New York and New Jersey and the Authority. In addition, Customer Service Center supports the New York State Bridge Authority, Peace Bridge and Thousand Island's Bridge Authority E-ZPass programs. Currently, the services are being provided by Conduit State and Local Solutions under one contract that will expire October of 2022. The New York Customer Service Center supports the E-ZPass and toll by mail programs. The services include system processing, image review, contact center, and tag distribution services. The agencies determined in splitting up the services would allow for increased competition and the ability to obtain best in class service providers. two RFPs were issued by the MTA Bridges and Tunnels on behalf of the agencies. The first RFP was issued on October 31st, 2019 which included Systems and Image Review Services as separate awards. A second RFP was issued March 30th of 2020 which included the contact

center and tag distribution also as separate awards. Authority staff and finance, information technology, and maintenance operations participated in the evaluation and selection process. Item #23 seeks Board authorization to enter into an agreement with Conduit State and Local Solutions, Incorporated. Conduit was the highest ranked proposer for both system and image review. Conduit Systems proposal provided for cost effective and redundant cloud based system that will meet the Authority's needs in processing transactions. Conduit's image review proposal was determined to be the best in class as they proposed a third party system free for automatic license plate identification and manual image review. These two awards were combined into a single agreement which provided additional savings to the Authority. The contract will have key performance indicators and ensure they are meeting our stringent requirements. This agreement will have an initial term of 8 years and an option for the Authority to renew it for 2 two year periods with a maximum amount payable of \$185,300,000. Item #24 seeks Board authorization to enter in agreement with Faneuil, Incorporated. Faneuil was the highest rank proposal with experience in providing customer service to other toll road operators in the United States. Faneuil has proposed that their primary call center will be located in Ballston Spa, New York with a secondary call center in Rochester, New York. Faneuil has proposed to have 60% of their customer service representatives under a work from home program. Faneuil will also employ technology to improve customer service have include chat bot, live chat, courtesy call back and real time dashboard to ensure their customers receive the highest level service. This contract will also have key performance indicators to ensure they are meeting our stringent requirements. This agreement will have an initial term of 5 years and an option for the Authority to renew for 2 two year periods with a maximum amount payable \$59,600,000.

And finally item #25 seeks Board authorization to enter into an agreement with Transcore, Limited partnership. Transcore has extensive experience in providing tag distribution services to other toll road operators in the United States. Transcore has proposed that tag distribution services be provided in Garden City, New York. Transcore has a proven solution to distribute, receive and inventory E-ZPass tags. This contract will also have key performance indicators to ensure they are meeting all of our stringent requirements. This agreement will have an initial term of 5 years and an option for the Authority to renew for 2 two year periods with a maximum amount payable of \$12,385,000. The Boards of the MTA Bridges and Tunnels and the Port Authority of New York and New Jersey have approved these contracts. I'd be happy to take any questions you may have at this time.

Joanne Mahoney: Steve.

Steve Saland: I have a question. I assume the contracts are substantially similar in form and the question I have and if they're not, you can tell me, the question that I have is assuming there is some area of controversy involving the general public, and we are not satisfied with how one of these are responding to whatever the issue may be. What

is the remedy available to us? How is it that we ensure responsiveness not unlike what happened with the issues that arose with the fining some time back?

Jim Konstalid: Thank you. I'm actually going to defer to Eric Christensen who is with our Operations Department. He is our subject matter expert. I'll defer over to him.

Eric Christensen: Sure, so there are several layers in the contract to ensure they keep forms indicators, have penalties associated with them. We also have incentives for three of the agreements have incentive payments so that they meet all their key performance indicators over a period of time they will receive an incentive for that. We also have actual damages and liquidated damages in the contract as well and then we also are able to terminate the agreements at any point in time the Authority deems necessary. So we have lots of controls in place to ensure that they're providing service we're looking for. Hopefully that answers your question.

Steve Saland: When you say terminate at any time the Authority deems necessary is that determination without cause?

Eric Christensen: That's correct. It's termination for convenience.

Steve Saland: Thank you.

Joanne Mahoney: Any other questions? He presented three items and I can take that individually for votes so I will ask any questions relative to agenda item #23 the agreement with Conduit? Hearing none may I please have a motion to approve? Bob, second Jose. All in favor?

All: Aye. The motion is approved. Agenda item #24 any questions regarding the agreement with Faneuil? I think it's great to hear they will be employing people in New York State and the customer service will be right here. Any questions?

Bob Megna: Are those new to New York?

Eric Christensen: They are not new to New York. Their services are currently provided in Staten Island, New York and Endicott, New York.

Joanne Mahoney: Thanks Eric. Any other questions? If not, can I please have a motion to approve agenda item #24 with Faneuil? Bob thank you. A second, Steve. All in favor?

All: Aye. And finally on agenda item #25 any questions about the agreement with Transcore? I have a question Eric since you're there. Why do we limit the number of E-ZPasses that a family can have? Why would we limit it?

Eric Christensen: So the reason why we limit it is that we have two types of customer accounts; business and we have personal accounts. In our business accounts, we do any customer any type of entity can have that, there is a tag leasing fee for personal accounts we waive any fees associated with the account. So why we limit the is to make sure businesses do not get a personal account. So four tags has been the limit that the agency has determined to be a typical family.

Joanne Mahoney: Is there any other way of ensuring that businesses use business accounts? Because I do think that it presents a little bit of a hassle to people who might have more than four.

Eric Christensen: We can look into that. There's always exceptions we could make but we try to keep a line at four but I'll look into that and get back to you.

Joanne Mahoney: Okay I appreciate it Eric. Any other questions for agenda item #25? Okay can I please have a motion to approve? Thank you and I see a second. All in favor?

All: Aye. Agenda item #25 is also approved. And Jim agenda item #26 authorizing the Executive Director to execute an interagency agreement with the Port Authority of New York and New Jersey.

Jim Konstalid: Thank you. Item #26 seeks Board authorization to enter into an agreement with the Port Authority of New York and New Jersey to reimburse costs provided by the Boston Consulting Group on behalf of the New York Agencies. Boston Consulting Group provided critical advice and analysis in development of the RFP for the New York Customer Service Center. RFP is referenced in the items #23 through 25. The MTA Bridge and Tunnels Port Authority of New York and New Jersey and the Thruway shared the cost equally. The Authority's share is \$376,978. I'd be happy to take any questions the Board may have at this time.

Joanne Mahoney: Hearing none may I have a motion to approve? Thank you and I see a second. All in favor?

All: Aye. Agenda item #26 is approved. And Jim agenda item #27 authorizing the Executive Director to execute the first amendment to the agreement with the New York State Bridge Authority for the provision of E-ZPass Services.

Jim Konstalid: Thank you. Item #27 seeks Board authorization to execute an amendment to the New York State Bridge Authority in order to support their transition to cashless tolling. The Authority has been providing E-ZPass services for the New York State Bridge Authority since they first installed E-ZPass. This amendment will expand the agreement to support tolls by mail processing which includes image review and violation processing provided by the New York Customer Service Center. The agreement will also allow for the Authority to provide direct services such as collection,

customer service, and analysis services. The Bridge Authority will also reimburse the Authority \$23,000 for development relating to the tolls by mail program. The term will be extended to January 2032 and I'd be happy to take any questions you may have.

Joanne Mahoney: Alright hearing none can I please have a motion to approve agenda item #27? Thanks Jose second Bob. All in favor?

All: Aye. The motion is approved and number 28 authorizing the Executive Director to execute the second supplement to the Memorandum of Agreement for Tolls by Mail.

Jim Konstalid: Thank you. Item #28 seeks Board authorization to enter into a supplemental agreement with the MT Bridges and Tunnels and Port Authority of New York and New Jersey, New York State Bridge Authority for Tolls by Mail payment processing. Customers in New York receive one toll bill for all agencies and customers make only one payment regardless of which agency's transactions are on the toll bill. We have designated the MT Bridges and Tunnels to collect the payments in the first instance and they will transfer the revenue to the agencies under this memorandum agreement. This agreement will be expanded to include New York Bridge Authority and extending the expiration date until September 16, 2030 with an option for renewal of an additional 10 year term. I'd be happy to take any questions the Board may have at this time.

Joanne Mahoney: Hearing none motion to approve agenda item #28 please? Thank you Jose, second Steve. All in favor?

All: Aye. The motion is approved. And I think we are on our final agenda item #29 authorizing the Executive Director to execute the first amendment for collection services with Professional Account Management, LLC. Jim.

Jim Konstalid: Thank you. Item #29 seeks the Board's authorization to amend the Authority's collections contracts with Professional Account Management to include debt related unpaid violations for the New York State Bridge Authority. The Bridge Authority will benefit due to economies of scale. Collection services will be in the same manner with Thruway debts currently collected. The maximum amount payable will increase by \$800,000 to a total of \$7,800,000. I'd be happy to take any questions the Board may have at this time.

Joanne Mahoney: May I please have a motion to approve? Steve you have a question?

Steve Saland: Really the same question I asked previously. Does that answer hold true for this as well?

Eric Christensen: Are we talking about the termination question?

Steve Saland: Yes.

Eric Christensen: Yes, there is, the same answer.

Steve Saland: Thank you.

Joanne Mahoney: Sorry about that I was too quick on that one. Any other questions for Jim or Eric? Alright may I please have a motion to approve agenda item #29? And I saw a second. All in favor?

All: Aye. The motion is approved. I just got a signal that my battery is dying so I'm going to plug in real quickly while we get Andy Trombley on deck. Andy is going to give us a report on our procurement contract. We don't actually vote on this but there he is. Welcome and I'm going to plug in real quick while you're talking. The floor is yours Andy.

Andy Trombley: Good morning Chair Mahoney and members of the Authority Board. It is an honor to be with you today. I'm here to present the attached report on procurement contracts and other agreements up to \$300,000 executed by the Executive Director during the period of January 1 through March 31, 2021. As you can see from the attached exhibit 1 there were five renewals for legal services and two other professional services contracts executed in the first quarter of 2021. Thank you for the opportunity to speak with you today. I will answer any questions you may have.

Steve Saland: No questions.

Bob Megna: I think that item is done Madam Chair.

Joanne Mahoney: Sorry about that. Can you all hear me?

Bob Megna: Yes.

Joanne Mahoney: I'm sorry apparently my notice that my battery was dying was within seconds of my battery dying I apologize. I am back. Andy I'm really sorry?

Andy Trombley: No problem. Do you want me to repeat?

Bob Megna: He's done.

Joanne Mahoney: Thank you for the report. I will follow up with you Andy. Everybody else any questions for Andy Trombley about his procurement report? Okay Thank you very much. Timing is everything. We are onto the public comment period for General Thruway Authority matters and Tonya has anyone written to us about General Thruway Authority matters for this meeting?

Tanya: Yes, there were two comments; one was from Abdur- Rahman Morgan. He mentions the Thruway implementation of electric vehicle charging stations at the

Thruway Service area and parking lot. Abdur is concerned about the number of chargers currently installed and has requested additional chargers be included in the upcoming service area projects. Abdur also recommends signage to promote ED stations and enforcement for nonelectric vehicles using ED parking spots and inquiries about the use of canopies over ED spaces. This e-mail has been presented or shared with Board members and we will be responding to this.

The next comment is from Aleta Depree. She commends the Thruway for its mission for providing an affordable and safe transportation facility for the traveling public and hopes more people will be using the Thruway now that COVID restrictions have been lifted. Aleta has also been following the cashless tolling project closely including Phase 2 of the project and tollbooth removal. She recommends that the Authority's post before and after photos of each interchange there as needed. She also endorses the E-ZPass as a form of toll payment option especially for the unbanked community and she encourages all travelers frequent and infrequent travelers of the thruway to explore the benefits of the E-ZPass and cashless tolling. Aleta ends by saying she hopes to be traveling the Thruway this summer and renting an electric vehicle. Her e-mail was also submitted to Board members prior to this meeting. That's it.

Joanne Mahoney: Thank you Tanya. You did send us those e-mails and I appreciate it. Do any of the Board members have any businesses that they would like to address at the Board that we haven't today? Alright, then there being no further business. That will conclude the formal agenda for June 7th and our next Board meeting will be September 20th. So I hope you all have a wonderful summer season. We'll be back here in September. May I please have a motion to adjourn this meeting. Thank you and I see a second. All in favor?

All: Aye. We are adjourned. Thank you everyone see you all soon.