
Joanne Mahoney: Good morning and welcome to the June 6, 2022, meeting of the Thruway Authority Board of Directors. On this WebEx right now, we have Dr. Veras, Robert Megna, Steve Saland, Don Rice, and myself. I think we are expecting board member Heather Briccetti, but she will be a little late this morning. Is that still right, Tanya?

Tanya: Yes, it is.

Joanne Mahoney: Okay, thank you. And we're going to start today's meeting with the Finance Committee, and Bob Megna is the Chair of that committee. Also serving on the committee are Don Rice, Dr. Veras, and I serve as ex officio. So, Bob would you please start the Finance Committee Meeting.

Bob Megna: Yes, thank you. Our first item of business is approval of the minutes of Finance Committee meeting #67, and can I have a motion to advance and discuss this item? Do I have a second? So, any discussion on the meeting? On the minutes from the last meeting? If not, all in favor of adopting the minutes say aye.

All: Aye.

Bob Megna: Any opposed? The minutes are approved. The second item is review and approval of the financial reports for January, February, and March of 2022. Matt Howard will present, and we will discuss after he presents.

Matt Howard: Thank you. As you mentioned, this item seeks the Finance Committee's approval to advance to the full board the financial reports through March of this year. In total, traffic through March was up by about 9.3 percent, which is still about five percent below where it was pre-COVID in 2019. The components of that growth include commercial traffic increase of 12.1 percent above the prior year with passenger traffic decrease that is about eight percent, a little under nine percent below where it was prior to COVID. This corresponds to toll revenue received of 171 million, which is an increase of 14 percent or 21 million above the 2021 level, with commercial tolls up by 12.4 percent from the prior year, and passenger toll revenues increasing by 17 percent from the prior year. In total, the thruway collected 192 million through March, which is comprised of 171 million in toll revenues I just mentioned, 929,000 concession revenues, 17 million in E-ZPass and toll-by-mail fees, and 2.8 million in fiber optic and other lease revenues. Through March, our operating expenses totaled 104 million, which was 14 million above the 2021 level, and reimbursements for State Police cost total 14 million, which was about 680,000 or four percent below last year. Through March, toll revenues were about eight percent above where we had anticipated in our budget, and on the expense side, we are about three-and-a-half million or three percent above our budget target. Beyond providing that summary, I would definitely like to answer any questions that you may have on our performance through March.

Bob Megna: So, Matt, I dangerously have thought of something while you were speaking, which is never a good thing, but it is kind of a weird time, isn't it? Can you talk a little bit, because it is not only the end of COVID, but you kind of transitioned to totally cashless tolls over the same kind of period, right? Is there any kind of weird interaction between the two that you guys are seeing or is that not an issue?

Matt Howard: I think it is probably less of an issue than you might think, and the driving sort of effect that we are seeing is the effect of commercial traffic has been so strong. You know, you have this trend since COVID began where our passenger traffic has declined, and it has come back quite a bit, but it is still below where it was prior to COVID. That is not the case on the commercial traffic side, where we continue to see growth that is well above 20 percent where it was prior to COVID. You know, when I started reviewing those numbers, I thought about it in the context of sort of the economy has a whole, and it kind of, I think, in a lot of ways follows individual behavior, right? You are still seeing a lot of, you know, on the commercial side, you know, possibly Internet purchases and things like that that drive a greater commercial activity, but that is coupled against the fact that based on changes in behavior from individuals and where they work and whatnot, that you see maybe lower commuter traffic. That is by far the real driver of overseeing sort of in that comparative period. I think that the implementation of cashless tolling, while it definitely does change how we collect our revenues, it is less of a direct effect, I think, on the overall numbers.

Dr. Veras: I have a question. What is the expected for the next three years? Do you have any sense of the future performance in general?

Matt Howard: Yes, we have begun the process of putting together our forecast for next year's budget. We are working with our traffic engineer on that part of the budget, and we have only sort of preliminarily started, but in some of those conversations, one of the things they talk about is trying to get a real handle of how long that kind of upward lift on the commercial side of things continues. I think there is kind of a broad sentiment that you kind of will see that level out over time. It is just how soon and when will that occur. That was one of the examples of sort of the broad change in the environment that they kind of want to be very conservative about relying on for too long. It is definitely part of the forecast that is being put together.

Dr. Veras: I am asking because now there is talk about the possibility of a recession, so how would we look beyond that because that would basically dampen the thresholds.

Matt Howard: Well, it is definitely a good point to look at that in tracking how it changes and how the price of gas impacts travel. To date, we haven't really seen a huge effect on that regard, thankfully, but as things go on, it is definitely a point that is going to be a driver in change. Between that and the traffic on the roadway is definitely correlated to the economic activity. So, any real effects from a broad economic perspective will impact traffic.

Dr. Veras: Thanks.

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

Male: Motion.

Bob Megna: Do I have a second?

Dr. Veras: Second.

Bob Megna: Thank you. All in favor, aye. Any opposed? The motion is approved, which moves us to item three on the agenda, which is review and approval of the Authority's quarterly investment report. Again, we will hear from Matt.

Matt Howard: Thank you. This item is consistent with the investment policy that the board approved at the March board meeting, and it requires us to provide a quarterly update on the activities that we have engaged in relative to the investment of Authority funds. Within the item, attachment A presents the details of all investments that were purchased through the quarter ending March 31, of this year, and exhibit B provides all the investments that were held as of that date. So, through March, we had made 3.7 billion in investments, transactions comprised of 725 million in Thruway Authority funds, 44 million in trust fund bond program investments, and 2.9 billion in investment transactions in state personal income tax revenue bond programs. The average yield for the Thruway Authority bonds is about 0.3 percent, based on a weighted average maturity of 75 days. That is a broad summary of that item, and I would like to answer any questions that you might have.

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

Male: Motion.

Bob Megna: Do I have a second?

Male: Second.

Bob Megna: Any further discussion? If not, all in favor, aye. Any opposed? The motion is approved. The fourth item on the agenda is approving and adopting the 14 supplemental bond resolution authorizing the issuance of state personal income tax revenue bonds series 2022A, approving the forms and certain related documents and authoring the execution of any other documents thereto, and again, we will hear from Matt.

Matt Howard: Thank you. As detailed, this resolution would authorize the issuance of state personal income tax revenue series 2022 bonds and approve the form of and

authorizing the execution of the documents for the transaction, as well as authorize the execution of other documents that are deemed necessary or desirable to effectually transcend. These state PIT bonds would 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 tax fund. There is no pledge of Authority revenues or assets as security for these bonds, and as such, the Authority is not liable in the event that the state fails to appropriate the necessary monies for bad service. Proceeds from this issuance will be used to A, fund and reimburse the cost of various transportation and transit projects throughout the state, B, refund certain bonds previously issued by the Authority, and C, refund bonds issued by the New York Power Authority to fund energy efficiency projects of various state aids. In addition, some of or all of these series 2022 bonds may be issued as green bonds. While it is currently anticipated that the series 2022 bonds will be offered and sold on a competitive basis, authorization in this item would provide for a negotiated offering for these bonds should it be determined to be in the best interest of the state, and importantly, the board is being asked to approve both this issuance as a competitive offering or as a negotiated one. The item would authorize the issuance of up to 3.4 billion of such bonds to support these purposes, working with the Authority this transaction with the public resources advisory group, which is serving as the financial advisor, and Nixon Peabody is bond council. The transaction is expected to be price and closed in mid-to-late July. And with that, I would be willing to answer any questions.

Bob Megna: Excuse me, any questions for Matt? If not, can I have a motion to advance this item?

Male: Motion.

Bob Megna: Do I have a second?

Male: Second.

Bob Megna: Any further discussion? If not, all in favor, aye. Any opposed? The motion is approved, which moves us to item five, which is other business. Any other business from the members of the committee? If not, I would move to item six, which is adjournment, and there being no further business, may I have a motion to adjourn today's Finance Committee Meeting?

Male: Motion.

Bob Megna: Do I have a second?

Male: Second.

Bob Megna: Lots of hands. All in favor, aye. Any opposed? The committee is adjourned.

Joanne Mahoney: Thank you very much, Bob, and I would like to call to order the Board Meeting of the New York State Thruway Authority. The schedule of the meeting has been dually noted, as required by the Open Meetings law. The meeting is called to order pursuant to bylaws Article 3, Section 2. May I please have a motion to enter our Board meeting? Thank you, and a second? Thanks, Steve. All in favor?

All: Aye.

Joanne Mahoney: We are now in a full meeting of the Board, and our first order of business is the public comment period for speakers to address items on today's agenda. I don't know if there are comments for today's agenda or just later in our meeting? Tanya?

Tanya: There are no comments for today's agenda, but there is a comment for the public later.

Joanne Mahoney: And Matt is going to read that for us?

Tanya: Yes.

Joanne Mahoney: Okay, thank you. That concludes the public comment period on today's agenda. The next order of business is the approval of the expense agenda. May I please have a motion approve the consent items?

Male: So moved.

Joanne Mahoney: Do I hear a second? I think I did, Jose? All in favor? Aye.

All: Aye.

Joanne Mahoney: Any opposition? The consent items are approved. And the next order of business is our action agenda, and we are going to start with a report to the board from Director Driscoll. Welcome.

Director Driscoll: Okay, thank you, Madam Chair. Good morning, everyone. So, as the Chair stated, I have a report for the Board on our vision forward project. I am doing that in advance of action item number five. So, in November of 2020, the Authority completed a system-wide conversion to cashless tolling that ended 70 years of cash toll collection. This new model of revenue collection presented an opportunity to undertake a top-to-bottom review of our operations, business processes, excuse me, and technology resources. With your support, we have begun to leverage that opportunity and engage the venture to undertake a comprehensive review of toll collection functions, supporting systems, and processes across all areas of the Authority to better align our internal organizational structure and resource allocation in ways that create a

new business model to guide our work in smarter and more efficient ways. I want to recognize and thank the many Thruway employees who have been and remain engaged in support of this action plan. This undertaking, titled New York State Thruway Vision Forward, will accomplish the following goals: Establish a cohesive, strategic vision; the strategic and operational objectives of the Authority will be clearly identified. This includes identifying proper tools and analytics to support the major challenges facing the Authority, facilitating discussions to identify areas of concern and opportunities within the Authority to evaluate our current strategic initiatives to determine what adjustments would be more effectively achieved to improve outcomes and identify opportunities for the alignment of Authority objectives to create enhanced efficiencies and approved performance, to design an effective and efficient operating model. Clear and concise action plans to achieve the Authority's long-term strategic objectives have been created. This included developing initiatives to achieve the modernization and improvement of the Authority's existing operating model. This is being accomplished through coordination with key internal stakeholders throughout the Authority, developing a robust changed management and communication strategy to deliver a modernized business model that improves efficiency and accountability. And then implement the objectives. Solutions to obtain sustainable results while utilizing lean principles are being implemented across the Authority. These activities include the development of key performance indicators to measure actual results, versus plans with expected outcomes. Monitoring operational processes to ensure appropriate follow through, identifying performance gaps that may interfere with our strategic plans, and recommend any necessary modifications. Each of these efforts will position the Thruway to ensure long-term sustainability of programs and strategies to carry us into the future. This action plan began in January with robust staff participation, including one-on-one interviews with 84 individuals, three separate workshops involving 90 staff representing every department and division, and also a confidential survey that was distributed to 594 employees, gathering an impressive 80 percent response rate, far exceeding the minimum for getting statistically valid results and the highest response rate a censor has seen from comparable size entities. This survey helps better capture from the staff's perspective the challenges and pain points associated with daily work duties and the delineation of responsibilities. The survey was also a chance for staff to share their thoughts and ideas to help build the world on a page dashboard, representing an overview of the Authority. This formed an Authority-wide review of impacts of the transition to cashless tolling, including a review of the following: Business processes related to maintenance, operations, engineering, and support functions, organizational structures across the Authority, and within departments and divisions; revenue sources and strategies and leading and lagging performance metrics. Further, a best-in-class analysis was completed to review how other tolling entities across North America operate, gathering both qualitative and quantitative data. The outcome of this study helps shape our actions moving into the future. Some highlights include realignment of organizational structures within departments to enhance reporting and communication across these departments and divisions, and the creation of two new departments by shifting existing staff under new leadership. First, a Department of Revenue Management that will incorporate existing E-ZPass operations,

toll system quality assurance, and non-toll revenue processing while implementing a strong focus on identifying and developing new revenue sources. And a new Center of Excellence to serve as the centralized strategy office, with a focus on the long-term success and sustainability of the Authority. This incorporates existing OSHA, administrative, and analyst staff work, as well as risk management. Specific functions of the Center of Excellence will include strategic planning, central planning, and project management, continuous processing improvement, and process documentation ownership. We are undergoing a full review of our capital planning process to deliver a new documented end-to-end plan involving finance, engineering, procurement, and divisions to collectively enhance our efficiencies, accountability, and delivery of projects across our system. Implementation of identified projects is also currently underway. These initiatives will begin to transition to a more efficient business model and demonstrate early on the benefits of collaboration and execution of improved processes across the Authority. I would like to ask our Chief Financial Officer Matt Howard and our Director of Information Technology Josh Klemm to both provide a brief overview in their respective departments and some examples of these quick wins to be completed over the summer. Matt?

Matt Howard: Thank you, Director. With the implementation of cashless tolling, one of the things that we have seen increasingly is that the process of toll collection itself through the implementation of this system is more technology reliant and more complex than it had previously been, and it needs to be, considering the fact that on any given day, we have nearly a million transactions that are being captured and eventually billed through the new system. And as the Director indicated, that shift requires organizational changes to put the Authority on a strong footing to manage this process and to identify changes to support our tolling and revenue collection process and to leverage the data that this new system delivers in order to support improved financial reporting and control. As the Director mentioned, the new Revenue Management Department would effectively elevate and consolidate the non-financial operational aspects of the Authority's revenue collection process. It includes, as he said, moving the existing billing and customer service activities that have historically been housed in the E-ZPass office into the new department. That would encompass all toll collection activities. It also would support greater interaction with our field staff working on the physical infrastructure of the system, our TBSM staff, as well as create toll systems quality assurance units to support continued monitoring performance of toll-by-mail systems. And as he mentioned, it also includes the processing aspects of non-toll processing and processing of new revenue opportunities. In addition to the new departments, the Accenture recommendations will also include the consolidation of our revenue and accounting activities into our new Revenue and Accounting Office. We will do financing and accounts here. The responsibilities for accounting, reconciling, and reporting of revenue and traffic will be moved from various offices within the department into a single unit. In addition, I am confident that some of the IT activities that Josh will speak of are definitely going to support both of these new units. And secondly, I would say that as the Director mentioned, the review of the Capital Program, Accenture has recommended a review of the current Capital Program and planning process from the

bottom up, beginning with an understanding of the right processes and policies, and the introduction of better technologies to the Capital Program. Some of the issues that have been identified include the need for more formalized planning. We need technology improvements, historical challenges in meeting cashflow projections, and the challenges of the process and inability to move projects off of the shelf and into execution and opportunities as they present themselves. As the Director mentioned, the Capital Program is one of the potential quick wins that has been identified, and work has already begun on how we can improve this process. I would just end by adding that we know that lasting transformational change can be a hard process to follow, and the development of a plan is really the first step. As we move forward, I am sure that the implementation phase is going to be something that is going to be relying on really everyone from the Authority to work together to make sure that we see that lasting effect take place. And the final point that I would make is through the process to date, one of the real striking things is the talent that we see and are reminded of at the Thruway Authority, and having been involved in various workshops, what I have seen is that while ACCENTURE has definitely facilitated a lot of our thought process, the real driver of change is going to be the understanding and talent of the folks that are doing the job day to day in providing the input that goes into making those work. So, those are just some of the thoughts that I have. Josh?

Josh Klemm: Thank you, Matt. Over the past several years, New York State Thruway Authority has successfully engaged in a variety of large-scale, public phase-in modernization efforts, many of which information technology has been a key part of. As an output of our engagement with ACCENTURE, the Department of Information Technology is embracing the Thruway Authority's spirit of modernization. It is stepping forth on several initiatives to enable new and more efficient ways of doing business for the Thruway. These efforts allow for us to continue looking ahead to the future of the Authority and it is showing business success for our colleagues. We will be migrating away from Legacy infrastructure, sunseting outdated technology and developing solutions that meet the needs of the organization. This includes embracing data and making better-informed decisions, putting security at the forefront of all that we do, designing solutions with end-user needs and experiences in mind, and ensuring that we continue to invest in our IT team and infrastructure to support the long-term organizational needs. As we endeavor to revitalize our programs to better enable business success, we have quick wins we have already begun to engage in and deliver. This includes rethinking how we operate our core infrastructure and modernizing it to ensure it is available when and where our employees need it. Enabling secure, mobile access to Authority's IT access to support an increasingly mobile workforce. Getting the right technology into the hands of our team members to create a new and increasingly efficient ways to work and putting policies and frameworks in place that facilitate better communication and collaboration across teams Authority wide. These policies and frameworks include establishing a new governance and operating model more closely aligned with the IT Department and the departments it serves, providing them with modern technology solutions that empower the way that they work. It is truly an exciting time for the Department of Information Technology. As we look ahead to the future of

the Authority, embracing the outcomes of our engagement with ACCENTURE and build a foundation for the way the Authority works in the future. Thank you.

Director Driscoll: Well, thank you, both. So, board members, as you have heard, this effort will deliver improvements from the ground up. As I described earlier, hundreds of staff have participated in this effort, making their experiences, opinions, and suggestions a part of the work that ACCENTURE has done so far. The recommendations and actions we are taking now are precisely what we need as an organization. While the steps we have talked about our significant, there will be more for us to do as we look to bring similar focus outside of headquarters and across all divisions. We are building a foundation of a new business model that will guide and support continuous improvement of the Thruway Authority well into the future. I would like to take a moment to recognize and thank executive staff and executive steering committee members for their hard work. This project has required a huge time commitment from these individuals on top of their already existing busy schedules. While there remains more to do, I want to thank them all for their support in undertaking this transformative initiative, and I hope you are all proud in playing a major role in reimagining the New York State Thruway Authority for decades to come. Board members, that completes the report, and we are happy to answer any questions you may have.

Joanne Mahoney: Are there any questions? Yes, Jose.

Dr. Veras: Very impressive. I have a question about how the asset management components of the Thruway are going to be a benefit from this effort in the sense in addition to being a financial related agency, we have to manage our structure payments and the left and basically if you could basically explain how the asset management component will benefit this, it would be very much appreciated. Thanks.

Director Driscoll: Sure. As you know, we already have a robust Asset Management Program, but I think how we use those metrics, and that information is really going to play a large role in this new Capital plan that we are involved in right now. And I mentioned end-to-end process, so that at any time during that process, we are able to access exactly where we are, which we cannot do at this point in time. It will be a documented process. It will be by title and name, so that there will be accountability throughout from the beginning of the inception to project delivery, and that's where what we have already is a quality asset management program. I think it will frankly make that more effective, so that we make good site-specific decisions related to the investments that we are building into our Capital Plan.

Dr. Veras: Thanks.

Joanne Mahoney: Sorry, are there any more questions for the Director? Matt, this is an incredible undertaking, as you have said. I also appreciate the hours that your staff has put into this. This is going to really give us good information going forward as an

Authority, and I know it is one of those kinds of projects that is easy not to do and very difficult to undertake, so I am very happy to hear this. I have a couple of questions. One is what we are expecting as a final product? Is it a report or is it meeting, where we will be briefed?

Director Driscoll: Yes, so, we will keep you certainly up to speed, but this is the first report. There will be an end-of-project report at the end of this year. Action item number five is actually asking for your authorization to extend our agreement because we really want to continue to focus on program management and new ways of working. New ways of working also being the Capital Management end process that I just talked about, but there will be a full report available to the board. You will also receive information today, an executive summary, and some of the documentation on the new org changes and so forth. You will get a chance to see it.

Joanne Mahoney: I think that is great, and I think it is great how involved the individual members are, the, what did you say, 84 meetings, one on one, with Thruway personnel and all of the working groups. I think the way for this to be successful is for all of the staff to be part of the solution, and it sounds like that is exactly what you are doing.

Director Driscoll: Yes, agreed. We have had, as I say, hundreds of people involved in this, and you know, you can't replace institutional knowledge. What we want to do is take that institutional knowledge and shape that into, you know, a better alignment and more efficient outcomes for the future, and I believe that we are doing that here. I, quite honestly, I will go as far as saying I think this is the type of transformational project that frankly could be replicated by others. It really is going to help modernize the way we conduct our business, both internally and externally, and I think it really sets us for the future here for decades to come.

Joanne Mahoney: All good. Any more questions for Matt? My other question had to do with the schedule, and we can get into that in agenda item number five.

Bob Megna: I think that last point you raised about other folks is an interesting one because we have been working with the Department of Labor, and they are rethinking a lot of how they are operating and how they are dealing with customers. I do think that there is some cross fertilization potential here because I think a lot of agencies are thinking through really how they do business, so I am kind of curious about that.

Director Driscoll: Yes, we can share more documentation with it, but look, I mean, Bob, the reality is we have been doing business largely the same way for 60 years, so obviously, when cashless tolling went away, it gave us an opportunity to rethink how we operate as an entity and to really think long term about how we do that, so this is really a top to bottom exercise. It is not over, and I want to emphasize that. There is more work to be done, and I will say now, that we, you know, think of it as we are retooling this apparatus, this internal apparatus here at headquarter, but it is going to be very important that we move into the divisions and do this similar work there, so that we have

a seamless connection across the system, but more to come on that next year, but it is an exciting project, and look, I will say it again, I think this is the type of work that can be replicated, there is no question, it is hard work, as I mentioned in my remarks here. The folks that have been involved in this, many of those folks you see here, and those that you don't, from the exec staff level and steering committee level, have put in a huge amount of time. This has been, this has really been a big effort in terms of time, resource allocation from individuals' perspectives. So, I am very appreciative of that. People have seen the value of this, and I am excited of what this can mean to the future of the Thruway Authority going forward.

Joanne Mahoney: Any other comments or questions? Okay, then we can move right into agenda item number five, which takes off from your report, Matt.

Director Driscoll: Okay, thank you, so Board Members, I am seeking authorization to amend an agreement with ACCENTURE for business consulting and implementation, advisory services, again, it is to extend that contract. It will take us up to early November, really, and program management and new ways of working, in particular the Capital Plan that we are developing now.

Joanne Mahoney: I will move this. Can I please have a second?

Male: Second.

Joanne Mahoney: Thank you. Any discussion about the agenda item? All in favor?

All: Aye.

Joanne Mahoney: I don't see any opposition. The agenda item is approved. Thank you very much, Matt.

Director Driscoll: Thank you.

Joanne Mahoney: Agenda item number six, authorizing the Executive Director to execute an agreement with American Traffic Solutions for automated work zone speed enforcement. Jim Konstalid is going to present for us, please.

Jim Konstalid: Thank you. Good morning, Madam Chair, Board members. On December 6th of 2021, the Authority Board authorized the establishment of a work zone speed enforcement demonstration program. The Authority was authorized to work jointly with the New York State DOT. The issue was sent for proposals to seek qualified managers for their required services. On December 28, 2021, New York State DOT on behalf of both DOT and the Thruway placed an add in the Contract Reporter, announcing a request for proposals. The RFP was sent to 11 perspective vendors on January 14, 2022. Three vendors responded by the March 4, 2022, deadline, and two of the three vendors were found to be responsive. Those two remaining vendor

proposals were evaluated by a team of Authority and DOT staff, as well as a technical field demonstration and oral presentation on April 5, 2022. American Traffic Solutions, Incorporated, doing business as Verra Mobility, was determined to be the highest-ranked proposer with the lowest overall cost. Verra will provide the Authority with ten mobile units to comply with New York State laws and requirements. Verra Mobility provides mobile enforcement solutions globally. In North America, they provide work zone speed enforcement for the Pennsylvania DOT and Turnpike Commission, and the Red Light Safety Program for New York City. Board authorization is sought to execute an agreement for an initial three-year term and two one-year options with a maximum amount payable of \$5,163,000.00. This amount only includes the initial three-year term. Money would be provided in the current 2022 budget. The Department of Maintenance and Operations will include funds in its subsequent budget years. I will be happy to answer any questions you may have on this topic.

Joanne Mahoney: Questions for him? I know we have talked about this, and you have kept us updated on moving forward with this, and it has been pretty public. But, I am curious about how the technology actually works. You talked about the Red Light Program in New York City, and Pennsylvania DOT using it in speed zones. Is it a camera?

Jim Konstalid: It's a camera. It is not completely unlike taking pictures of light displays and effectively going back to it in a back office function, generating the letter that way, so it is a portable setup. The vendor comes in and sets up on the site and takes care of that. It is obviously triggered by speed. It is a window of ten miles an hour over the posted speed limit for the work zone that generates it, photographs taken, they do the back office stuff, essentially, the bill goes out that way.

Joanne Mahoney: But it is kind of like our cashless tolling. If you go through without the E-ZPass, it snaps a picture and mails the bill to the home.

Jim Konstalid: Correct. In this case, if you exceed that speed limit, they take a picture.

Joanne Mahoney: Will this be a photo of the license plate or will it be a photo of the driver.

Jim Konstalid: It is a photo of the license plate. Some of the car is captured, obviously, but it is the license plate that they are focused on.

Joanne Mahoney: I am curious for enforcement purposes, you know, how you would prosecute a speeding ticket and knowing who is driving the car. That is a question for someone else. Any other questions for Jim? Okay, can I have a vote to approve agenda item number six, please?

Dr. Veras: So moved.

Joanne Mahoney: Jose? And a second? Bob? All in favor?

All: Aye.

Joanne Mahoney: Hearing no opposition, the motion is approved. And Jim is up again for agenda item number seven, please.

Jim Konstalid: Thank you. I am going to try and give you the clip notes version on this one. This agreement goes back to 2007, excuse me, authorizing executive director to execute the fourth amendment, which is an agreement with Conduit State and Local Solutions for E-ZPass New York Customer Service Center Services. This agreement goes back to 2007. We have expanded on it as we rolled out cashless tolling further and further, so there are several iterations of it, so I am going to bring you back to March 30, 2020. The Board executed, the executive director extended the agreement for an additional two years, so an option for a one-year extension and increase the payable amount to 139 million to support the cashless tolling expansion on the Thruway ticket system, so that was our last expansion. MTA Bridges and Tunnels, the Port Authority of New York and New Jersey, and the Thruway share E-ZPass and toll-by-mail services. Each has executed agreements with Conduit, expiring on October 5, 2022. So on June 30, 2021, the Board authorized the executive director to enter three separate agreements with Conduent, Faneuil, Transport to develop and operate the new New York E-ZPass Service Center and Toll-By-Mail Service Center. The center is not expected to be operational until February 2024. That is the second iteration of it. The Authority will need to exercise the one-year option with Conduit, previously authorized by the Board, and is seeking an additional extension until February 29, 2024. This extension will provide for the transition to the new New York Customer Service Center and allow us to bridge the gap until the service center is operational. Board authorization is being sought to extend the term of the current agreement with Conduit until February 29, 2024, and increase the maximum amount payable by 75 million to a total of \$512,950,000. The revised amount will provide funding until February 29, 2024. Funding already exists in the 2022 budget, and adequate funding will be budgeted by Maintenance and Operations for the 2023 and 2024 budget years. So again, a lot of material there. We are extending this agreement one more time, just so we can bridge that gap until the new service center is up and running. I am happy to answer any questions you may have now.

Joanne Mahoney: Any questions for Jim on agenda item number seven? Alright, can I have a motion to approve? Thanks, Bob. And a second from Don. All in favor?

All: Aye.

Joanne Mahoney: The motion is approved, and I think the last one is number eight, Jim?

Jim Konstalid: Yes, thank you. We are on number eight, authorizing the executive director to execute an interagency agreement with MTA Bridges and Tunnels. This is about the New York Customer Service Center, which is jointly operated by the Thruway Authority, MTA Bridges and Tunnels, and the Port Authority of New Jersey. The Customer Service Center provides E-ZPass and toll-by-mail services to the Bridge Authority, Buffalo, and the Fort Erie Public Bridge Authority and the Thousand Island Bridge Authority under separate agreements with the Thruway. On June 6, 2014, the Board authorized the executive director to execute an agreement with MTA Bridges and Tunnels to procure a consultant to develop an RFP for the New York State Customer Service Center for a term of three years and a maximum amount payable of \$350,360.00. HNTB was the selected vendor and began supporting RFP development process in early 2015, and two RFP solicitations were issued in June of 2017 and August of 2017. In 2016, cashless tolling began at the Governor Mario Cuomo Bridge, and many MTA Bridges and Tunnels and Port Authority facilities. Subsequently, the agency decided it was in their best interest to further develop and reissue RFPs to increase competition and obtain best-in-class providers to meet the demand for cashless tolling by the agencies. The Authorities issued two separate RFPs for provision of the New York State Customer Service Center that resulted in increased competition and best-in-class proposals. As a result of issuing the RFPs, the Thruway board authorized the executive director into an agreement with, excuse me, entered into three separate agreements, again, with Conduent, Faneuil, and Transport to develop and operate the New York Customer Service Center. The total cost for professional services by HNTB is \$3,317,983.83. The Authority's one-third share is \$1,105,994.61. Board authorization is being sought to execute the interagency agreement with MTA Bridges and Tunnels, reimbursed the Thruway Authority's share with a maximum payable amount of \$1,105,994.61. Adequate funding is provided by the Maintenance and Operations 2022 budget. Yet another long one.

Joanne Mahoney: Yes.

Jim Konstalid: I would be happy to answer any questions you may have on it. I know these are very lengthy.

Joanne Mahoney: Yeah, but it is good, and it is probably right. You don't get a lot of questions because they are pretty thorough presentations. Any questions for Jim on agenda item number eight? Can I have a motion to approve? Dave, and second Jose. Thank you. All in favor?

All: Aye.

Joanne Mahoney: The motion is approved, and we will move on to our consult, Frank Hoare, to present agenda item number nine, please. Welcome.

Frank Hoare: Good morning, Madam Chair, members of the Board. Action number nine seeks for authorization for disposal of surplus property, which has no anticipated

future use and is not necessary for Thruway Authority corporate purposes. It is an approximately 4.8-acre road that runs into the villages of Suffern and Montebello in the Town of Ramapo, County Rockland, and based on appraised value, we would be seeking a minimum bid of \$255,000.00 at a public auction. That concludes my report, subject to your questions.

Joanne Mahoney: I have none. Does anyone have a question about this? May I have a motion to approve?

Male: So moved.

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

All: Aye.

Joanne Mahoney: The motion is approved. Thank you very much, Frank. Agenda item number ten, authorizing agreements with various telecommunication providers, will be presented by Josh Klemm, who is back for a second time this meeting. Welcome.

Josh Klemm: Thank you, good morning, Madam Chair and Members of the Board. This item seeks authorization for the executive director to enter into agreements with various telecommunications providers for the use of the New York State Thruway Authority's fiberoptic system. The following telecommunication providers have requested the use of the New York State Thruway Authority's fiberoptics system for their own use: Peg Vandler, FirstLight Fiber, and MCI Communications. All of the proposed contracts are renewals, and in total represent four contracts, two of which are with MCI. The assets to be leased, each are detailed in exhibits two through five, and the total fees payable by the users to the Authority are \$36,578,680.66. The breakdown of such is contained in exhibit one. At this time, I will pause for any questions.

Bob Megna: What is the term?

Josh Klemm: The are varying terms for each of the agreements, ranging from three to twenty years.

Joanne Mahoney: Any other questions for Josh? May I please have a motion to approve? Okay, thanks, Jose, and a second from Steve. All in favor?

All: Aye.

Joanne Mahoney: Aye. The motion is approved. Agenda item number eleven, Rich, is for a term agreement for a construction and inspection support service. Welcome.

Rich: Good morning. Today, I will be presenting six items to the board for approval for total of seven engineering term agreements and one request for additional funding for

an additional term. The first item for number eleven is for approval for D214876, which is a term agreement for construction inspection services in the Syracuse division with a maximum amount payable or MAP of three million dollars. It is a two-year term with a one-year option. It has the standard 30 percent MWBE goals and six percent SVDDB. Six firms submitted a letters of interest, Popli Architecture and Engineering & LS,DPC was selected. Questions?

Joanne Mahoney: Any questions for Rich on that contract? I will make a motion to approve. Can I have a second?

Steve: Second.

Joanne Mahoney: Steve. All in favor? Aye. Any opposition? Okay, the motion is approved. Rich, thank you.

Rich: Okay, item number twelve, request approval for D214879, which is for material testing and inspection for the Albany and Syracuse fleet. It has a MAP of \$300,000.00, with a two-year term and one-year option, 30 percent MWBE, six percent SVDDB. In this case, there is only one firm that actually submitted a letter. Three other firms who have done similar work in the past we've reached out to them and contacted them. They either didn't respond. Essentially, it was a combination for them of workload, location, staffing issues, things of that sort. Kind of this particular type of expertise is rather a specialty item, and essentially, they are busy and couldn't line up all the specialty contracts. Atlantic Testing and Laboratories, Limited, was the lone consultant who had submitted, and after review, we recommended that they be selected. Atlantic Testing has performed this work before and is highly-qualified staff and would require technical expertise, and they have performed well in the past, so we are requesting that approval be given to them.

Joanne Mahoney: That is good news about their good track record. I am wondering, given that there was only one, what the price looked like compared to what you estimated it would look like.

Rich: Well, this did get reimbursed, so that the actual contract amount, \$300,000.00 will be the same. Essentially, when we have assigned it for, and then we will send them to a particular location to take a sample as necessary and we will reimburse them.

Joanne Mahoney: Are their rates what you would expect?

Rich: Yes. They are within historical that we've been targeting. We haven't seen any escalation.

Joanne Mahoney: Yes, that is kind of my question. If you only have one, are we seeing escalation? Any questions for Rich on agenda item number 12? Alright, can I please have a motion to approve? Thank you. And a second, I see, thank you. All in favor?

All: Aye.

Joanne Mahoney: Aye. Seeing no opposition, the motion is approved, and Rich is back up for agenda item number 13.

Rich: Item number 13 request to Authorize D214877 and D214878, Testing and Inspection of Structural Steel Statewide, Regional, and National. Both MAPs are 1.5 million dollars. Both of these contracts are for three years with a one-year option. Both, again, have a 30 percent and six percent goals. D214877 had five firms submit letters of interest. Bureau of Veritas North America is the selected firm. D214878 had four firms that are HRV Associates, Incorporated is the selected firm. Any questions?

Joanne Mahoney: Any questions on number 13? Can I have a motion to approve?
Bob, thank you. A second?

Male: Second.

Joanne Mahoney: Okay, thank you. All in favor?

All: Aye.

Joanne Mahoney: Aye. Any opposition? No, alright, the motion is approved. Rich, 14, please.

Rich: Okay. Item 14 is a request to authorize term limits for D214880 and D214881. Both are for Land Surveying and Right-of-Way Maps and Services. D214880 is for the New York and Albany area. D214881 is for Syracuse and Buffalo. Both have an MAPs of \$900,000.00. Again, 30 percent and 6 percent goal. Both are for four-year terms with a one-year option. D214880 received twelve letters of interest. Naik Consulting Group, PC is the firm we selected. D214881 received ten letters. Fisher Associates, P.E., L.S., L.A., DPC Associates was the selected firm. Any questions related to the survey services?

Joanne Mahoney: Any questions to the surveying services contracts? May I please have a motion to approve? Thanks, Bob. And a second? Did we lose Jose? Oh, okay. He disappeared on us. I see his name is back. Okay, thank you. I saw a motion and a second. All in favor?

All: Aye.

Joanne Mahoney: Aye. Is there any opposition? Hearing none, the motion is approved. And, we will go onto agenda item number 15, please, for environmental services.

Rich: Okay. Item 15 is for the approval of D214882, which is a Statewide Environmental Services Term Agreement. It has an MAP of 1.5 million dollars, 30 percent MWBE goal, six percent SDVOB with a term of three years with a one-year option. In this case, there were 16 firms that submitted letters of interest. EnTech Engineering PC was selected.

Joanne Mahoney: Any questions on the environmental services contract? May I please have a motion to approve?

Bob Megna: So moved.

Joanne Mahoney: Bob and Steve, thank you. All in favor?

All: Aye.

Joanne Mahoney: Is there any opposition? Hearing none, the motion is approved, and then, Rich, your last one is authorizing additional funding for D214341, please?

Rich: Okay. Item sixteen, Request Approval to Execute Supplemental Agreement number three, the Engineering Agreement D214341. D214341 was approved by the Board in October of 2014 for design, construction, and inspection support services statewide. Jacobs Center Consultant, Incorporated over the years and number of assignments most recently, they completed a complicated bridge replacement design, which is scheduled to be let this summer. However, our staff has determined that the complicated nature of the construction, and the numerous stakeholders involved, it would be prudent for them to be retained to perform the necessary construction for that. Thus we are also requesting to supplement this contract with an additional \$200,000.00, bringing the total contract value to three million dollars. Questions on this item?

Joanne Mahoney: I am not hearing any questions. Can I please have a motion to approve? Thank you, Bob. And a second? Steve. All in favor?

All: Aye.

Joanne Mahoney: Aye. Is there any opposition? Hearing none, the motion is approved. Thank you very much, Rich, for all of those, and we will move onto a report on procurement contracts and other agreements up to \$300,000.00 executed by the executive director between January and March, and Andy Trombley is going to make this report, I believe, and there isn't a motion necessary, but if you have any questions, we will ask them after Andy's report. Andy?

Tanya: Matt Trapasso actually is going to do the report.

Joanne Mahoney: Oh, okay.

Tanya: Sorry about that. Matt will be doing report Andy is out of the office today. Matt?

Matt Trapasso: Thank you. Due to Andy having to be out of the office today unexpectedly, I am going to fill in for that, so thanks.

Joanne Mahoney: Tell Andy that I am taking it personally, but you are very welcome, Matt. You are very welcome.

Matt Trapasso: So, before I actually get right into the quarterly procurement report, the Director asked for an update to the Board on the Office of Compliance's efforts to provide meaningful opportunities for MWBE and SVOD businesses to participate in the service area modernization project. I just want to let the Board know that the team posted four outreach events at each division headquarter offices over the past two months, and in doing so, provided an opportunity for over 40 certified firms to meet directly with the project team. And thanks to the efforts of our Chief Compliance Officer, Elonda Mackey, her staff, the teams in all the divisions, and the support of Director Driscoll, the events attracted a great turnout for the MWBE community, so we are pretty proud of that effort.

Joanne Mahoney: Matt, I have a quick question on that, and thank you very much for that report. I am very happy to hear of that work. Are we in the business of helping firms through the state certification process if they qualify? You know, you said we had the opportunity to meet with some state-certified companies, but does our procurement office help businesses that are trying to get certified?

Matt Trapasso: So, my understanding is that they do. I mean, I think we do a lot of outreach to firms to help them through that process, which can be cumbersome for them to go through that process, but yes, we want to make sure that those firms are on the official ESD certified list. So, we will definitely help folks get there.

Joanne Mahoney: Excellent. And I will just say that in my experience, there have been some businesses that have resisted going through the certification process, you know, for their own reasons, but I have tried to make the case that with the requirements we have, it is, you know, a 30 percent participation rate, that we really need these firms to take that step of going through the process, and so, it is in our interest also, I want to be helpful to those firms that qualify to try to make the process a little bit easier. So, thank you.

Director Driscoll: Can I just add to that because what Matt just spoke about, the outreach sessions we had, that is going to be a going forward thing for us on an annual basis, so that, you know, we are going to, you know, we have been held up by COVID like everybody, but now that things seem to be leveling off, we will be doing different types of outreaches in some of the major urban areas across the state, certainly in Buffalo, which is a big Thruway town, and our hometown, and elsewhere. We will see

more outreach, more development, trying to create this pipeline of opportunity for people, and at the end of the day, even if we are assisting people through the ESD process, then that is a win too, so that will be an effort that we continue.

Joanne Mahoney: Thanks, Matt. Alright, so the procurement report.

Matt Trapasso: Yes, so I will present the attached report on procurement contracts and other agreements up to \$300,000.00 executed by the executive director during the period of January 1, 2022, through March 31, 2022. So, in the attached exhibit one, there were three professional services contracts executed in the first quarter. One was where the Authority piggybacked off of an existing Onondaga County contract. One was a renewal of an existing contract, and the final agreement was executed to process payment for GPS services for our fleet vehicles. If there are any questions, I would be happy to answer them.

Joanne Mahoney: Do you have any questions on the procurement report? Alright, again, we don't need a motion on that report, but thank you very much, Matt. And agenda item number 18. Are you going to handle that, Executive Director Driscoll?

Director Driscoll: Yes, I will. Thank you. Being that our next board meeting isn't until September, this is a bit of a placeholder, actually, but I am seeking authorization from the board to approve a potential 2022 executive authorization on salary increases in advance of our next board meeting, which is in September. So, this is pretty much a placeholder in the event that the executive authorizes an MC increase.

Joanne Mahoney: Okay, any questions? I will make a motion to approve. Can I have a second, Bob. All in favor?

All: Aye.

Joanne Mahoney: Aye. Any opposition? Okay, the motion is approved. Thank you very much for that, Matt, and I think that concludes the action agenda. We will have a public comment period for general Thruway Authority matters, and I understand, Matt, that we have at least one that has sent in comments for us. Let me guess if whether his first name is Murray.

Matt Trapasso: Yes, it is.

Joanne Mahoney: Good guess.

Matt Trapasso: So, I will read Murray's comments verbatim as submitted early this morning. Okay. "The road markings the Thruway uses are illegal in many places. There is documentation in Thruway files. Why should anyone follow the law if the Thruway does not? It is required by the MUTCD that every Thruway police officer wear a reflective garment when out of their vehicle on the Thruway. No Thruway police

officer wears one. It is the responsibility of this board to enforce the law. If you are not prepared to enforce the law, then resign from this board.” Murray Bodin

Joanne Mahoney: It didn't say with love, Murray Bodin?

Matt Trapasso: It did not.

Joanne Mahoney: Does anybody have any comments? Are there any other public comments for us for this board meeting? No, okay. Tanya, I hope you get your voice back. That concludes the formal agenda for the June 6, 2022, board meeting. Our next board meeting is going to be September 12, 2022, and since we have no more business, can I please have a motion to adjourn. Bob? Second? Steve? All in favor?

All: Aye.

Joanne Mahoney: Any opposition? Alright, the meeting

Bob Megna: I have one request. Senator Saland, are you around today? I would love to talk to you about something else.

Senator Saland: I am around, yes, sir.

Joanne Mahoney: We are getting other business, not new business, right? With that, our meeting is adjourned. I hope you all have a wonderful summer. We will see you back here in September.

All: Thank you.