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Joanne Mahoney: Okay, I see the thumbs up. Good afternoon, I am Joanne Mahoney and welcome to the January 29, 2024, meeting of the Thruway Authority Board of Directors. Since I haven't seen all of you since, happy New Year, this will probably be the latest one you get, right? I am in Albany today along with Board members Bob Megna, Dr. Veras, and Heather Mulligan, and the New York State Thruway Authority staff and board member Norman Jones is joining us virtually, I see him on the screen, welcome. Today we're going to start with the finance committee, Bob, as Chair of the committee, will you get us started with Dr. Veras and myself serving ex-officio?

Bob Megna: Sure, the first item of business is the approval of the Finance Committee meetings for finance meeting number 74. Any discussion on the minutes? If not, can I have a motion to advance the minutes?

Dr. Veras: So moved.

Bob Megna: Second?

Joanne Mahoney: Second.

Bob Megna: Any, all in favor? Aye.

All: Aye.

Bob Megna: Any opposed? Motion is approved. The second item is review and approval of the September, October, and November 2023 financial reports, and Dave Malone will present.

Dave Malone: Thank you. This item seeks the Finance Committee's approval to advance to the full board the September, October, and November 2023 financial reports. Revenues through November were \$869 million consisting of \$816 million of tolls and related revenue fees, \$36 million dollars interest earned in our revenue fund, \$14 million of lease revenues, and \$3 million in other miscellaneous revenues. Year to date through November, this is an increase of \$40 million or 4.8%. \$30 million of this increase is attributable through higher interest earnings and the remainder is a result of increase of higher traffic levels and toll revenue. Through November, passenger traffic was up 4% and commercial traffic down 1% compared to 2022. Toll revenue through November was \$757 million representing an increase of 1% or \$8 million. This is in line with those traffic numbers that I just pointed out. So, passenger revenue is up 5% or \$20 million, commercial revenue is down 3% or \$12 million. In comparison to the revised 2023 budget approved at the last meeting, revenues are exceeding budget levels by \$29 million or 3%. Looking at traffic past November, we ended 2023 with 334 million passenger transactions which exceeded our forecast by about 4 million transactions. We had 61 million commercial transactions which was basically right in line with the forecast for 2023. We haven't finalized 2023 revenue figures yet, but based on the traffic figures, we should end the year right about in

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line with that 3% being above budget level that we mentioned through November. Kind of looking forward past into 2024, our luck weatherwise ran out from a revenue standpoint. We've had several significant storms as everybody is aware of, and it is reflected we're down about 6% compared to January 23 as a result of those couple storms.

Looking at operating expenses, operating expenses year to date through November were \$338 million, an increase of \$6.8 million or 2% compared to 2022. Several factors driving that increase, personal service costs were higher in 23 as a result of the collective bargaining agreements that were approved this past year, and other actions that were taken to ensure that appropriating staffing levels for snow and ice operations, health insurance costs were up in 23 as a result of a rate increase set by the New York State Health Insurance Program, they increased the rates about 8%, and these increases were off-set by lower costs for fiberoptic marketing fees in 2023, as a result of 2022 tied in with the timing when we executed a lot of our fiberoptic user agreements. In comparison to our revised 2023 budget, operating expenses through November were \$30 million or 8% below the plan. There are several factors that will be driving this; one is the timing of payments, so there is going to be a catch up there that's occurring as we got into December. Staffing levels are lower than anticipated, we did have that mild weather, so we had lower costs for overtime, salt, and fuel usage in 23 across the whole calendar year of 23, it was pretty mild weatherwise for our snow and ice operations. And then the change in the timing and scope of that fiberoptic agreement that I previously mentioned. With that I can answer any questions the committee may have.

Bob Megna: I don't know Dave, if this is a question for you or for the Director or for all of you which is, the 1% down in commercial traffic seems to be like a constant every meeting, it seems to be about like that. Is that you know do we see any trend there? You're doing great on the finances, everything looks great to me, it's just a question I have about what do you see with the commercial travelers?

Dave Malone: The original forecast for 23 actually had commercial traffic being down more than that in 23, so we're exceeding the forecast. So, obviously that's a good thing. Looking into 2024, our traffic engineer is again showing a forecast with commercial revenue going down in 24, that remains to be seen how 24 will play out, but it seems like the economic indicators are improving. There was that more of a, hey we're going to go into a recession and now we're not really hearing that as much, so I would expect that, the hope is that that remains the case throughout 24, and that commercial revenue will exceed the forecast that we have in place as we get into 24.

Bob Megna: You guys do a conservative job on the forecast, so it's really more a question about just what you're seeing.

Dave Malone: One other thing to add to that is the pre-COVID numbers, traffic revenue compared to pre-COVID, we're way up compared to where we were pre-COVID. So, this comparison of being down is just compared to 2022, but the story post COVID is a higher

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commercial traffic, and a little bit lower passenger traffic with remote work and so forth, but we're up quite a bit in commercial traffic.

Bob Megna: No, that's great.

Dr. Veras: The economy it is sending like mixed signals because basically you see the numbers are yet to be determined, but it is positive, but those being lower than 22, the freight traffic is clearly an indicator of the economy. There is a very big correlation of that. Going down kind of suppressing, might be using like a random change.

Joanne Mahoney: It's really interesting and I'd be curious to see how that leading indicator trend works when we go into a Presidential Election year and whether the news being different than the reality affects that at all.

Dr. Veras: I was going to try to find an indicator, a basic indicator that was used.

Bob Megna: Yeah, Professor Neftci is a big proponent of using different indicators for the economy. Any other questions? If not, can I have a motion to advance this item?

Joanne Mahoney: So moved.

Jose Veras: Moved.

Bob Megna: All in favor, aye.

All: Aye.

Bob Megna: Opposed? The motion is approved.

Joanne Mahoney: I don't know if Norm has a question.

Bob Megna: Sorry, Norman.

Norman Jones: I said, aye.

Bob Megna: Number three is approval of the Authority's investment transactions for the fourth quarter through 2023 and again, we'll hear from Dave.

Dave Malone: This item seeks the Finance Committee's approval to advance to the full Board the investment report for the fourth quarter of 2023. The exhibits included with this item present the details of all investments purchased during the quarter ending December 31, 2023, as well as the investment sale as of that date. The exhibits are submitted in accordance with the Authority's investment policy that was approved at the March 2023, Board meeting. During the fourth quarter, we purchased \$4.3 billion in investments,

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comprised of \$2.9 billion in Thruway Authority funds, \$1.4 billion State PIT Revenue Bond Program funds and \$17 million in State Trust Fund Bond Program Funds. And as of the last day of the year, we held \$2.5 billion in investments with the breakdown being \$1.1 billion in Thruway Authority funds, \$1.4 billion in State PIT Revenue bond funds, and \$34 million in Trust Fund bond program funds. During that last quarter, the average yield was 5.3%. It's about a 3-basis point increase compared to the third quarter of 2023, so a very minor increase in the rate as we got into the fourth quarter. With that I can answer any questions that the committee has.

Bob Megna: Questions for Dave? If note, may I have a motion to advance this item?

Dr. Veras: So moved.

Joanne Mahoney: Second.

Bob Megna: All in favor?

All: Aye.

Bob Megna: Any opposed? Norman, thank you, and I apologize again. Any other business we need to address before the Finance Committee? If not, I'm going to move to adjournment. All in favor?

All: Aye.

Bob Megna: We are adjourned.

Joanne Mahoney: Thank you, Bob. Next up is the Audit Committee which is chaired by Dr. Veras and Heather you are a member of that committee as am I ex-officio. Dr. Veras.

Dr. Veras: Thank you, Chair Mahoney. The first item is approval of the minutes of the Audit Committee number 60. My I have a motion to advance?

Heather Briccetti Mulligan: I'll move it.

Joanne Mahoney: Second.

Dr. Veras: All in favor? Any for discussion. Aye.

All: Aye.

Dr. Veras: The motion is approved. The next item on the agenda is review and approval for the 2024 audit plan for the fiscal audit and budget. Dave?

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Dave Malone: So, this item requests the Audit Committee's acceptance of the Department of Finance and Accounts Audit Plan for 2024. Annually, the audit staff and the Department of Finance and Accounts conduct a significant number of risk-based audits in review that focus on 5 key areas: revenues, financial reporting, contract compliance and billing, asset control which really focuses on our equipment and inventory, and then payroll and benefits. The plan detailing the specific audits we expect to perform in 24 are included in your materials and with that I'd be happy to answer any questions the committee may have.

Dr. Veras: Any questions, any discussion?

Joanne Mahoney: I do not. We were given this report ahead of time, thank you very much.

Dr. Veras: May I have a motion to advance the item?

Heather Briccetti Mulligan: I will move it.

Joanne Mahoney: Second.

Dr. Veras: All in favor?

All: Aye.

Dr. Veras: Any opposed? The motion is approved. Other business? There being no other business, may I have a motion to adjourn.

Heather Briccetti Mulligan: So moved.

Joanne Mahoney: Second.

Dr. Veras: All in favor?

All: Aye.

Dr. Veras: That concludes the business of the Audit Committee, and the meeting is adjourned.

Joanne Mahoney: Thank you very much. At this time, I'd like to call to order the Board Meeting of the New York State Thruway Authority. This scheduled meeting has been duly noticed as required by the Open Meetings Law. May I have a motion to enter the Board Meeting please?

Bob Megna: So moved.

Jose Veras: Second.

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Joanne Mahoney: All in favor?

All: Aye.

Joanne Mahoney: We are now in full meeting of the Board, and the first order of business is the public comment period for speakers to address items on today's agenda. Julie, I know Murray Boden told us that he was coming, but I don't see him. I hope everything is okay with him, and he'll have another opportunity at the end of the meeting, but do you have anybody else?

Julie Greco: No, we do not.

Joanne Mahoney: Okay. That concludes the public comment period on today's agenda. And the next order of business is the approval of the consent agenda. May I have a motion to approve consent items 1 through 3 please.

Heather Briccetti Mulligan: I will move.

Jose Veras: Second.

Joanne Mahoney: All in favor?

All: Aye.

Joanne Mahoney: Any opposition, I see Norm's hand. The three board items and resolutions are approved, and we'll move onto the action agenda and Director Frank Hoare will present agenda item #4 please.

Frank Hoare: Thank you, Chair Mahoney and members of the Board. The first four items on the action agenda are appointment of senior staff here at the Thruway Authority. Let me start by saying we're very fortunate to have such talented individuals willing to work here at the Thruway. They collectively represent almost 100 years of private sector and government experience, so we really are proud to have them here. The first...

Bob Megna: So, you appointment then and make them feel old at the same time?

Frank Hoare: I just want to highlight the experience, maturity, and judgment previously acquired here. The first appointment is Sandra Rivera as General Counsel. She has been here now for 2 months. She comes to us from the Executive Chamber and a long and distinguished career again in both the private and government sector. So, I ask for your approval of Sandra as the General Counsel for the New York State Thruway Authority.

Joanne Mahoney: I'm happy to make that motion.

Bob Megna: Second.

Joanne Mahoney: Any discussion? All in favor?

All: Aye.

Joanne Mahoney: Seeing no opposition congratulations, the motion is approved.

Frank Hoare: The next item is the appointment of Brent Howard as our Chief Engineer. Again, somebody with long experience as an engineer in both the public and private sector. He comes to us most recently as the Division Director for the New York Division of the Thruway Authority. Brent is already acting for the last month or so, so I am asking your approval for the Department appointment of Brent Howard as the Chief Engineer for the Thruway Authority.

Bob Megna: I'll make a motion.

Joanne Mahoney: I'll second it, oh it's my meeting, sorry. Is there any discussion on Brent Howard as Chief Engineer? Anybody have any questions or comments? Seeing none, all in favor?

All: Aye.

Joanne Mahoney: I see no opposition, welcome, congratulations.

Frank Hoare: Next item is for Selica Grant as our Director of Administrative Services. She has been serving in the acting position here with us since April, she comes to us from the Department of Labor where we were fortunate to hire her away. She has been doing a tremendous job in reorganizing, restaffing the Office of Administrative Services which plays such a key role here for the Thruway Authority. So, I would ask your appointment of Selica Grant as our Director of Administrative Services.

Joanne Mahoney: Can I have a motion?

Heather Briccetti Mulligan: I will.

Bob Megna: Second.

Joanne Mahoney: Any discussion, questions or comments? All in favor?

All: Aye.

Joanne Mahoney: No opposition. The motion is carried, congratulations.

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Frank Hoare: For the final staff appointment for today is that of Julie Greco as Board Secretary. And Julie comes to us from service in the Executive Chamber and other agencies, and she has already jumped into this, and I think this is her second board meeting, and hit the ground running, and plays again, an integral role in the administration of not only the Executive staff, but in the board itself. So, I would ask your appointment of Julie as the Board Secretary.

Joanne Mahoney: May I have a motion?

Bob Megna: I'll move it.

Jose Veras: Second.

Joanne Mahoney: And I will say that I personally have been the beneficiary of your good work, thank you for keeping us organized and on track for this meeting. Any other discussion, questions, comments? All in favor?

All: Aye.

Joanne Mahoney: And Norma's hand is up. No opposition, the motion is approved. Congratulations. And Selica, we're going to let you jump right in.

Selica Grant: Thank you, good afternoon, Madam Chair, Board Members, I have what I report today which is to authorize the Executive Director Frank Hoare to execute a contract for on-site occupation medical services for our New York City Division in the amount of \$935,750 with an option for a 2-year renewal. This is to provide services according to the OSHA recommendations that test for certain medical specific hazards.

Joanne Mahoney: Thank you. May I please have a motion to approve?

Bob Megna: So moved.

Heather Briccetti Mulligan: Second.

Joanne Mahoney: Are there any questions for Selica about what she just presented? All in favor?

All: Aye.

Joanne Mahoney: The motion is approved. And we will move onto Diana Nebiolo who will present agenda item #9 please.



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Diana Nebiolo: Good afternoon. This item authorizes the Acting Executive Director to execute a 5<sup>th</sup> amendment to an agreement with Conduent State and Local Solutions for E-ZPass New York Customer Service Center. Since cashless tolling began in 2016 at the then Tappan Zee bridge, the Authority, along with its partners at MTA and the Port Authority have utilized Conduent to administer all cashless tolling services. Following a competitive bidding process to find best in class services, the three agencies entered into three separate agreements in 2021. One was with T Tech to operate the new Customer Service Contact Center; one with Transcore for tag distribution services, and again with Conduent for toll processing and associated back-office functions. This new contract award would require Conduent to develop a new dynamic and highly secure cloud base system which would ultimately provide the three agencies with a lot more functionality and versatility and improve overall customer service. The new system was expected to be developed and implemented by the end of this month with the current contract for the existing system expiring at the end of February. However due to a series of delays throughout the project life cycle on Conduent's end, the project will not be delivered on time. Technical challenges and delays really are not uncommon in modernization efforts of this magnitude. The conversion is a significant undertaking and we at the Authority, as well as our partners at the MTA and the Port Authority, are committed to ensuring that there are no disruptions in toll processing or negative impacts to customers as a result of this conversion. Conduent has asserted to leadership at all three agencies that they will deliver a fully operational system on August 19, 2024. I just want to ensure the board that we will also be holding Conduent fully accountable to meet all of their contractual obligations, and we will not incur any additional cost as a result of this delay. So, today I am seeking approval for the Acting Executive Director to extend the current contract term with Conduent for a period of 8 months to continue to operate our cashless tolling system through September 30, 2024. I am not asking for any additional funding at this time. This extension will ensure continuity of services and mitigate any risks associated with a premature switchover to a new system that's not adequately developed. I'd be happy to answer any questions you may have.

Joanne Mahoney: I will have a motion first to consider.

Bob Megna: So moved.

Jose Veras: Second.

Joanne Mahoney: Questions, comments?

Bob Megna: I mean, yeah, and I'm sure our partner agencies here are going along in the same, is the timing the same across all three?

Diana Nebiolo: Yes.

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Joanna Mahoney: So, the decision to go no go was a no go and was pushed out to August 19<sup>th</sup> at no cost?

Diana Nebiolo: Correct.

Joanna Mahoney: It's just an extension for the time period for the contract?

Diana Nebiolo: Correct.

Joanne Mahoney: And all three agencies are...

Diana Nebiolo: All three agencies will be going back to their Boards for a time extension only. They may choose to extend the time for a little bit longer through the end of 2024, but we feel it's very important to keep Conduent on a very, very tight schedule and hold them accountable. So, we are going to work very hard to ensure that they do deliver by the end of August as they have asserted to us.

Bob Megna: And is the work again, I'm sure this is what we should be doing, is the work the same across all three? I mean do they have more work to do for the other two or...?

Diana Nebiolo: No. To be honest, no. It's really the same across the board and we all work in partnership on a daily basis to ensure they're delivering for all of us.

Joanne Mahoney: And I appreciate precaution. And as you said, we want to make sure that the customers have the best that we can give them, so we don't want to make it difficult for people to make a no-go decision, it's just understanding now what the next thing is. So, we expect August 19<sup>th</sup>, that there will be a decision to go live, and if there is not, there will be another opportunity for this Board to have a conversation?

Diana Nebiolo: Yes, and I told them that. I hope we do not have another conversation.

Joanne Mahoney: But again, this is about Conduent, as far as I'm talking about, like I really appreciate the staff's work and the caution and the eye on customer service.

Norman Jones: I have a question. You said there are no additional costs at this time, do you anticipate any additional costs with this delay?

Diana Nebiolo: There will be additional costs that all 3 agencies are having Conduent pick up and assume those costs. We are amending the current contract and Conduent is in full agreement that they will be picking up any additional costs. All agencies will be held harmless.

Norman Jones: Thank you.

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Heather Briccetti Mulligan: Is there any adverse consequence to Conduent if they don't meet this deadline?

Diana Nebiolo: Yes, there will be liquidated damages and we have sought to increase those under the new agreement, and Conduent is actually agreeable to that. So, we are holding them accountable in every way that we can.

Joanne Mahoney: It is hard to do stuff like this.

Bob Megna: Especially when you have partners right, so I think we need to make sure our partners go with the August date too, I think that would be important. But you can only do what you can do, and we can only vote on what we can do, right?

Diana Nebiolo: Right, at this point I can say with surety that all three agencies are in lock step.

Joanne Mahoney: Any other questions or comments? We have a motion on the table, all in favor?

All: Aye.

Joanne Mahoney: Okay, thank you. The motion is approved. Thank you very much. And we will move on to agenda item #10 which Dave is going to present and Heather has made it known that she has a conflict and will recuse herself.

Heather Briccetti Mulligan: I am going to step out here.

Joanne Mahoney: Alright, Dave?

Dave Malone: This item seeks board authorization to enter into a contract with JP Morgan Chase Bank to provide general banking services for the Authority. In August 2023, a request for proposal was issued for these services, and 21 potential proposers downloaded the RFP and the Authority received 2 proposals prior to the due date. Following the evaluation process, JP Morgan Chase's proposal was ranked the highest. JP Morgan Chase is headquartered in the State of New York and maintains a strong presence here. They serve government clients at the state level including the Authority, as well as the State of New York, so decades of banking experience at 580 branches located across the state. The contract would have a 5-year term beginning in May 2024, maximum amount payable \$479,415. The Director of Procurement Services will ensure that a review of the proposed contractor's responsibility will be conducted prior to the execution of the contract, and because only 2 proposals were received, we canvassed the 19 companies who downloaded the RFP and did not submit a proposal, 3 companies got back to us; 2 companies cited specific services called for the RFP that they were unable to provide and the third company

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communicated that they couldn't meet the insurance and bonding requirements. I would be happy to answer any questions.

Joanne Mahoney: I'm curious what the kind of services are that are part of the RFP that they weren't able to meet? It's alright if you don't have it here.

Dave Malone: I don't have it handy.

Bob Megna: Did I hear you mention custodial services and stuff like that?

Dave Malone: That's the next one. This contract is just your general banking services, depositing services, they do our payroll checks and EB checks. They issue us debit cards that you use sometimes during storms if we need to give our employees cash in emergencies to deal with the storm situation, those kinds of things.

Bob Megna: It might have been like Frank's bank or something.

(Everyone talking, laughing).

Dave Malone: A lot of people didn't respond to the canvass, so there were 19 companies that downloaded the RFP who didn't put in a response, but only 3 of them got back to us and said, here's why, so.

Dr. Veras: I assume these companies provided the services? JP Morgan or somebody else?

Dave Malone: JP Morgan Chase.

Joanne Mahoney: Norm, do you have any questions or comments? Okay. Not for now, but just in the future, it has been my experience in the past that if we consider breaking some of these giant RFP's up or these contracts up a little bit, it can result in more competition. There are, as you said, somebody said that they couldn't meet the insurance or bonding requirements. Just food for thought that's all. All in favor?

All: Aye.

Joanne Mahoney: And I see no opposition, so the motion is approved. Will someone let Heather know? Thanks. Alright, and Dave agenda item number 11 as Heather makes her way back.

Dave Malone: This next item seeks the board's authorization to amend existing contract C010558 with the Bank of New York Mellon for custody and safe keeping services. This contract was originally approved with a maximum amount payable of \$378,500 and a term of 5 years that began in December of 2020. The amendment being sought today would increase the contract's maximum amount payable by \$1 million to \$1,378,500 with no

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change to the original 5-year term. When the RFP for these services was issued in late 2019, the Authority had not been the lead issuer on State of New York Supported Debt since 2013, and as a result the fees associated with custody and safe keeping services required for the issuances of the state support debt were not contemplated at the time the contract was originally approved. However, since 2021, we have served as the lead conduit issuer for the State of New York on multiple debt issuances totally over \$4.6 billion in par value resulting in these higher than anticipated fees for custody and safe keeping services. Important to note, the Authority is reimbursed by the State of New York for all costs associated with issuing and administering state supported debt, so while the amendment increases the value of the contract, all the costs, no Authority resources are used to fund this additional cost. And with that, I can answer any questions.

Joanne Mahoney: Can I have a motion?

Bob Megna: So moved.

Heather Briccetti Mulligan: Second.

Joanne Mahoney: Any questions or comments for Dave about this? All in favor?

All: Aye.

Joanne Mahoney: Any opposed? No, the motion is approved. Thank you very much. And Sandra welcome.

Sandra Rivera: Thank you. So, the first item I have is a recommendation that the board adopted resolution authorizing the disposable of 2.699 acres in the town of Verona, Oneida County to the Town of Verona for less than fair market value. This is a vacant unimproved parcel that is situated opposite the on-off ramps at interchange 33. An independent appraiser estimated the value of the subject property at \$540,000. The Authority conveyed the land to the town for a price of \$1,077,000 via deed in 2017. It was to be used as a connector road. The deed contained a clause that the land would automatically revert to the state if the road was not dedicated within 5 years of the conveyance. So, the connector road was not dedicated within the mandated timeframe, and therefore, by operation of law, the subject property is now under the Authority jurisdiction. The Authority does not have the need for the real property and given that the Authority already received compensation from the town for the property that is in excess of this current value, it is proposed that the Authority convey the land to the town for a \$1 payment waive with no conditions attached. If you have any questions, I would be happy to answer them.

Heather Briccetti Mulligan: So, they already paid for it once?

Sandra Rivera: Yes.

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Dr. Veras: I have a question. Do they have plans what to do with the land?

Sandra Rivera: They are still in that process, but they are supposed to be giving the connector road or have a plan to give the connector road.

Joanne Mahoney: I hear they are talking about putting in a new Tesla dealership. I saw that in the Oneida Indian Nation News. Any other questions or comments? Alright, may I please have a motion?

Bob Megna: So moved.

Jose Veras: Second.

Joanne Mahoney: All in favor?

All: Aye.

Joanne Mahoney: Alright no opposition, the motion is approved. Thank you very much. And agenda item #13 is yours too.

Sandra Rivera: Yes. This is a recommendation that the board adopt a resolution authorizing the public auction of 9.211 acres in the Town of Verona, Oneida County. This is a vacant unimproved parcel, and it was intended for the placement of an on-off ramp at the interchange 33, but these were never constructed. The value of the subject property was independently appraised by 2 appraisal consultants for a range of \$670,000 to \$2.215 million. This is an Authority initiated disposal and potential purchasers will likely seek to commercially develop the subject property as approved by the Town of Verona. The Authority does not have any anticipated future need for this property, and if this item is approved, the acting Executive Director will be authorized to accept the highest bid that meets or exceeds the minimum bid of \$1.575 million, and to execute an agreement for the sale of the real property with the highest bidder, as well as all the documents necessary for the sale of the property. I'd be happy to answer any questions.

Heather Briccetti Mulligan: What did you say the fair market value was?

Sandra Rivera: There were 2 appraisals and they ranged from \$670,000 to \$2.215 million.

Heather Briccetti Mulligan: So that baseline amount \$1.5 is like in the range?

Sandra Rivera: Yes.

Heather Briccetti Mulligan: Okay, I had no other questions and I'd be happy to move the item.

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Bob Megna: Second.

Joanne Mahoney: Any other questions or comments? All in favor?

All: Aye.

Joanne Mahoney: Alright the motion is approved. And Brent, I think you're our last new person to go.

Brent Howard: Thank you very much. I have a total of 3 items I'll be presenting today, all of which are engineering term agreements for construction, inspection support services. The first one is #14, contract number D2148965 which is a term agreement for construction, inspection support services in New York Division, has a maximum amount payable of \$5 million. Its goals are 30% MWBE and 6% SDVOB. It has a 3-year term with an option to extend 1 year. There were a total of 18 firms that submitted letters of interest for this, 5 of which were shortlisted, and HDR, Incorporated of White Plains, New York is the selected firm. Any questions?

Joanne Mahoney: Any questions on this engineering contract? May I please have a motion? And I see a second also over here. All in favor?

All: Aye.

Joanne Mahoney: The motion is approved. Thank you.

Brent Howard: Item 15 is contract number D214966 which is a term agreement for construction, inspection support services in Albany Division, has a maximum amount payable of \$2.5 million. Its goals are the same as the previous one, 30% MWBE and 6% SDVOB. This is a 2-year term with a 1-year extension option. We received 7 letters of interest, 3 of which were shortlisted, and Creighton Manning Engineering of Albany was selected to be the awarded firm. Any questions?

Joanne Mahoney: Any questions, comments? May I please have a motion?

Bob Megna: So moved.

Heather Briccetti Mulligan: Second.

Joanne Mahoney: All in favor?

All: Aye.

Joanne Mahoney: The motion is approved. Agenda item #16 please.

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Brent Howard: Alright, this is for D214967 which is a term agreement for construction, inspection support services in Buffalo Division, this one has a maximum amount payable of \$4 million. Its goals are 30% MWBE and 6% SDVOB. This is a 3-year term with a 1-year option to extend. 5 firms submitted letters of interest for this one, 3 of which were shortlisted, and Nusbaumer and Clark, Incorporated of Buffalo is the selected firm for this one. Any questions?

Joanne Mahoney: Any questions or comments? May I please have a motion to approve? Jose, Heather second. All in favor?

All: Aye.

Joanne Mahoney: No opposition, the motion is approved. Thank you very much. And we will now move onto receive staff reports. We don't need to vote on these, but it's always a pleasure to hear first the report on procurement, presented by Andrew Trombley.

Andrew Trombley: Good afternoon, Chair Mahoney, and Acting Director Hoare and members of the Board. I am here to present the attached report of procurement contracts and other agreements up to \$500,000 executed by the Executive Director during this period of October 1, 2023, to December 31, 2023. As you can see from the attached submitted I, there were 3 professional services contracts executed in the fourth quarter of 23. All 3 were amendments to existing contracts and not eligible for MWBE or SDVOB procurement opportunities. Thank you for the opportunity to speak with you today and I would be happy to answer any questions you have.

Joanne Mahoney: After that short, sweet report, are there any questions or comments? Thank you very much Andrew, I only call you Andy but it says Andrew. Thank you, Mr. Trombley, how about that? And now we will move onto our Executive Directors report, Frank, the floor is yours.

Frank Hoare: Thank you, Chair, members of the board. Last Wednesday I had the honor and privilege of testifying on behalf of the Thruway Authority at the Legislative Fiscal and Transportation Committee hearings. I would just like to highlight a few of the main points that were made and questions that came up. One, the highlighter on capital spending for 2024 will be \$450 million, that is a 25% increase from last year, and that is due to the toll adjustment increased revenue that will come in that we need to spend \$90 and \$100 million of additional revenue. All that going back into the system to rebuild bridges and then pave, and ensure operations are conducted. That number is 450 for next year, over the next 5 years for our capital program \$2.4 billion will be spent on our capital program, again back into the system. So, the traveling public and public in general will see our work out there over the next 5 years and see it poured right back into the system. And as testimony, we feel to fiscal discipline and good management. Happy to report that standard rappsports rating on our general revenue bonds will increase to A+ and Moody's raised our outlook from positive to stable. So, again, thanks to all the hard work from our CFO and his team



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to get that done. But again, that will have real meaning in that it allows the state to save money on our debt and that again, will give us further resources, further dollars to sink back into investing in the Thruway.

Our service areas, we have 13 currently open, 3 more will be open by summer so I'm happy to report that that is continuing, on pace. We are still behind from the original dates because of COVID and world affairs, but we are holding steady, and we are looking to and hoping for a fall of 2025 end date for all 27. Right now, again, we have 13, by the start of summer season, 3 more will be open. In regard to the service areas, the biggest series of questions I received on that was in connection to electric vehicles and electric vehicle commitments. Right now, there are 59 electric vehicle chargers on the system. Again, by the start of summer season, we will have an additional 38 high speed chargers for a total of 97. And there will be 130 total at services areas when that project is completed. But we are planning for and plan is already for over the next 10 years to have a total of 320 electric vehicle charges along the system, so easily making it possible for folks to drive from New York City all the way to Buffalo, down to Erie Pennsylvania line or the other way from Pennsylvania on our system to New York City and being able to recharge along our system. Part of that is we are aggressively pursuing grants from the federal government to assist in those programs. Looking at high speed, and then eventually heavy-duty chargers for our commercial practice. And finally, just again, shout out to the dedication of the board and the commitment from our professional employees. We have, as our CFO referred to earlier a series of storms. There were a series of storms this month one after the other. We covered that throughout the state but were able to surge forces where it was needed particularly in western New York. Not only did the Buffalo division do a tremendous job but we had teams come from the New York Division, Albany Division, Syracuse Division, and in fact there were folks out there for the first storm through the weekend, they were supposed to return, ended up staying there for the follow-on storm. And for at least that first playoff game we played in an intricate role in the big win, Buffalo stadium was cleared out. But that was important to the Governor, and it was important to the community there and we played a role along with our partners. I was out there along with my counterparts from DOT, State police, Homeland Security, and Public Service Commission, and everyone did a tremendous job. So, thank you to all those folks that again every day just go out there and do their job. Being January 29<sup>th</sup>, I'm sure it's not over, I hope it is, I don't want to jinx it, but I am sure we are still in for some weather, but the key is our folks are there prepared and ready to answer the call. So, that concludes my report. I will answer any questions you will have.

Norman Jones: Frank, as a resident of western New York who so often deals with storms and who went to school in Buffalo who knows Buffalo very well, I just want to say you guys did an amazing job and my hat goes off to you, just amazing and you guys are at the top of the rung when you talk about professionalism and hailing the snow and ice control.

Frank Hoare: Thank you very much. They were serious conditions, and again I guess the true meter is that there were no fatalities, serious injuries which again is something you

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can't not appreciate that after what happened at the end of 2022. So, again, it's a tremendous team that goes out there, but they were there plowing those roads 24 hours a day for almost a week, out there at all times of day and night, rescuing folks, pulling them out including those of the trucking industry that didn't respect the commercial travel ban over certain period, but our folks regardless of circumstances, go out there. We went out with our partners from DOT and State police to respond and keep people safe.

Dr. Veras: I have a question for Frank. In one of the reports about the ratings, you mentioned that that we went from positive to stable.

Dave Malone: It was vice versa, it went from stable to positive.

Frank Hoare: Sorry, I defer to our CFO. (Everyone talking), all I know it was a good thing.

Heather Briccetti Mulligan: Do we have any data on the utilization of the EV chargers that are in place right now? Are people waiting or do we know? That's a vendor, right?

Frank Hoare: I can say they are not waiting. We have they are out there; they are not waiting. Less than 1% of registered vehicles in New York are currently EV's okay. So, we have more than enough need I think it's safe to say right now for what's out there. Again, what the legislative is concerned about is what are our plans. I think again the three elements of our approach is we have EV's already out there, the service area reconstruction calls for and provides in the contract for additional high-speed chargers to the system, and then we are aggressively pursuing grants that will give us additional capacity. We know the amount of electric vehicle ownership is going to change, we know it, we hope it does, and we'll be working to implement the Governor's plan again over the next 10 years, and we will be ready from the Thruway's perspective on that.

Bob Megna: My bigger concern, Frank, is your fleet and because you have a lot of big vehicles and I don't know that they even build electric versions of snowplows yet, and things like that, so the question is, the kind of timeframe there, I can't believe 2030 is like realistic in that sense, but I don't know I don't know enough.

Frank Hoare: It is an evolving area, evolving technology, we are starting to replace some of our smaller vehicles with that, but our heavier duty vehicles does not exist right now, and there are a lot of questions that come with that. And again, we're working, there are a lot of parties involved in this, utilities have been our partner here. Utilities will tell you that to put some of these systems in is equivalent to a small city. So, they are working hard. Again, we are working with the New York Power Authority, NYSERDA, DOT, a lot of other private sector stakeholders to get this done, but there are a lot of pieces to the puzzle of this, and it's not 1 element that's going to get this done.

Dr. Veras: The technology on the freight section is lacking for all these vehicles. They're talking about big units in fact humungous. But that's from the government, I am working

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with the US Department of Energy in which an affordable is going to the floor like a heavy-duty electric truck we are analyzing. But it's still a real challenge. Part of the issue is that the battery is highly constrained, but the vehicle manufacturer makes more money selling cars as opposed to trucks. And that is something that may delay things a bit. Notwithstanding the trucks are basically replacing the new technology truck is way more beneficial than replacing small cars. This is the nature of the market. But hydrogen is a possibility but hopefully, we will...

Bob Megna: better for explosions too (everyone laughing).

Joanne Mahoney: Thank you, Bob.

Bob Megna: No, it just seems to me that challenge, and thank you Jose, because you know all about this, but the challenge is going to be some of these bigger things, like how we do our own fleet and how we plow.

Dr. Veras: It's the capability of generating the energy needed you see; this is something that is a major concern. Basically, because switching to, I mean for electric penetration it will require tremendous amount of power, and then also all the complications. New York City, I mean they need to develop ten thousand chargers, where are you going to?

Bob Megna: I just want to make sure that whoever it is from Environmental Sciences, park their truck and get back and forth from here to Syracuse.

Joanne Mahoney: Thank you very much, Thruway Authority, and this is a perfect example of the role we should be playing, because we're not going to move the needle on the electric vehicles until the infrastructure is in place to support that. And that's the role that we took on and are doing a good job with. I have a question just based on an article I read over the weekend on these federal grants, are there performance metrics that we need to be adhered to for the flow? because I do think that there are some, you talk about the number that we have, they all have to be working and well maintained, is that all part of it?

Frank Hoare: Erika, I defer to you on that.

Joanne Mahoney: Just sort of keeping an eye out that the grants that go to support this charger infrastructure have performance metrics attached to them.

Erika Beardsley: Yes, that's the biggest piece of it, and we've actually been working towards, actually been working with DOT too on the NEVI piece and talking a lot about performance metrics and like the data that we can get. I do know that Kara for our customer services side in the services areas does get metrics on utilization and stuff like that, so there is some utilization that then we can talk to performance as well.

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Joanne Mahoney: And I would imagine the utilization is going to be low, but now that it's here and people know, I can make it from the Thruway Authority Board Meeting back to the college, we'll see more. And I just want to switch gears a little bit and go back to what you talked about in Buffalo. And it is true that the Thruway did a tremendous job. It's also true that it was really well communicated. We knew before the storm the assets that were being moved, and I thought the partnership with the local media that the communications team had was evident. It was really wonderful to read that the Thruway was prepared, then everybody did a good job, and then there was recognition of that. So, just wanted to broaden that gratitude out to the communications team as well.

Frank Hoare: Jennifer and her team does a great job of communicating it out to our stakeholders as well, again before the, the minute there is a word from the National Weather Service, lots of teams start mobilizing, calls start very early.

Joanne Mahoney: As long as no one was hurt, I thought that the one day of clips was kind of interesting that it was like 15 stories about the ban on empty trailers, and then like the 16<sup>th</sup> story was about the Thruway being closed, well we got a trailer that was empty back upright, I thought jeepers what more can we do? The first 15 clips were about warning you not to drive your empty tractor-trailer but...

Frank Hoare: I wish it was just one we had, there was that first week, first storm, 6 or 7 that flipped over that were out against the ban, not supposed to be out. And then what was very frustrating was during the storm to see commercial trucks and trailers continue through the day though the night and sometimes blizzard white out conditions which not only endangers them, it endangers obviously the first responders, it endangers other folks on the road, when they jackknife and people can't see.

Joanne Mahoney: Well done, and if I guess you could kick a field goal, it would have been a 100% successful rate.

Bob Megna: You guys did such a good job, you should have been doing the stadium too, so customers didn't have to shovel their seats. But, no I thought you guys did a great job.

Joanne Mahoney: Yes, thank you, Frank. We can move on now to the second public comment period for general Thruway Authority matters. And Julie I see that our special guest has arrived. Do you have anybody else that has signed up to speak at this point in the meeting?

Julie Greco: I do have one other public comment to read that was submitted by e-mail.

Joanne Mahoney: Alright, so we will start, Mr. Boden.

Murray Boden: Hi, I'm Murray Boden, first thing I want to do is I apologize to a number of people for inappropriate comments I've made over the years. At the time I made them,

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I thought they were correct, I've learned since that they were not. I also get some treatment on my brain that changed my personality that I realize now that a lot of things I did were not appropriate. So, that's different. I just came from the MTA board meetings in Manhattan, let me see if I get this straight. I talked with Cathy Sheridan who used to work here. Who's the new Chief Engineer? Hi, I'm Murray Boden. Face to face is the way to solve problems. There is a new manual of uniform traffic control devices that came out in 23. They put some new stuff in there. What they said was, we know this manual has some problems, but we want you to look at it and when you find something that you can do better, talk about it, and do better. They made a couple of mistakes in it that are really bad. But the point is they know that things can be done better, and there is nothing like being face to face and talking to each other and getting to know each other, and apologizing where appropriate. So, I would like to get together with you or whoever you designate and sit down and first of all get to know each other, find out how we think, and then establish a personal relationship because we can't go forward until we understand each other. And after we talk and get to know each other and whoever you bring in as your team, you can decide through discussion what's the best way to go forward. I caught a little of what you were talking about here, and a lot of things that they've been doing for years, and years, and years, aren't appropriate anymore, and how do you get that word out? Especially when people have been doing it for thirty, forty, fifty years, you want me to change?

Joanne Mahoney: Yeah, it's hard.

Murray Boden: Well, I changed, and I'm not sure why. So, I would like to meet with whoever you consider appropriate, first thing is to get to know each other. After we get to know each other, we can decide which way should we go forward. There's a lot of things can't be changed, talking about some of them, I have new hearing aids I got just a week ago, cause I had to read lips before.

Joanne Mahoney: Oh, okay and these work better?

Murray Boden: Unreal. Newest technology because I had one 3 years old and it broke a wire and I couldn't get it fixed. I said, well, let me try the new stuff. I can actually understand stuff that I couldn't understand before.

Joanne Mahoney: Well, I'm glad to hear that and I'm sorry for your health issues, and I'm glad you're doing better. We can have a conversation, Frank and Brent and I, and ask maybe Julie to get back to you about the best way to go forward. But you have provided a lot of food for thought for the board over the years, and I'm sorry that you had health issues, but you have interjected some good conversation for us.

Murray Boden: It was important to show up here.

Joanne Mahoney: And thank you for taking the time to do that.

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Murray Boden: That's the way we go forward, on Zoom it never works.

Joanne Mahoney: Ask Norm. I didn't have my glasses on and I thought there was play going on in his backyard.

Murray Boden: So, I apologize, I'm not the same person I was the last time you saw me, and they've given us instructions and the manual, look at what you're doing, if you find a better way that's safer, find a way to improve it.

Joanne Mahoney: And we appreciate that your intention is to help us do better.

Murray Boden: I have no problem driving up here to meet with you here, it's much easier than trying to come down to New York.

Joanne Mahoney: Thank you very much for your comments.

Murray Boden: It's been a pleasure. By the way, I could never have done this without instruction from a lot of people, a lot of people. I spoke to Cathy this morning, and we're going to try to do the same thing there and create a group that once we get to know each other and then what can we do differently. It's a whole different way of looking at life, and I want to thank all those people that have helped me over the years, you too. I learned from you, I watched, and I couldn't have done this myself. People have taught me, I'm not that smart but I listen. And thank you for the opportunity to be here.

Joanne Mahoney: Thank you. Nice to see you.

Dr. Veras: I think it's important to feel and have interaction with peers basically, so we commend you for your interest in helping us.

Joanne Mahoney: Thank you, Murray. Alright and we have one other written comment, and Julie I'm just going to ask you to read that into the record for us, please.

Julie Greco: So, this is from a constituent in Williamstown, New York. She writes, "Dear Thruway Authority, I've been traveling on the New York State Thruway since the 80s and always appreciated having that roadway as a travel option, especially since it's always been so well maintained. Unfortunately, after recent trips over the last few years, my feelings have changed. First, we need more lanes. A third lane needs to be added. Traffic backs up on the road especially when trucks move into the passing lane to pass slower vehicles. It is not fair to prohibit truckers from the current passing lane, a third lane could be exclusive to cars eliminating backups and distributing traffic more evenly, leading to a safer environment for both trucks and cars."

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Second, service area closures. Over the past few years, we've had to travel on the Thruway, there are no real bathrooms for over 70 miles and the length of time it takes to complete these renovations is not encouraging tourism.

Third is the service area redesign. The existing service areas offer spacious areas, a good number of bathroom facilities, and a fair selection of fast-food offerings. After checking out a couple of the new service areas, I was deeply disappointed. There appears to be less seating, less bathroom facilities, and less food options, including Chick-Fil-A, which is closed on Sunday's, one of the busiest travel days. Why are the existing service areas being demolished? They were built in the 1990s and were in good shape. Why not do upgrade renovations? Not a sustainable approach. I'm thinking the other travelers are doing what I'm doing, using my smart phone to locate services at various exits which is probably not too good for New York State's Thruway income.

In closing I wish the Thruway Authority had done a better job researching what was really needed, requiring more sustainable design in the RFP and choosing a better contractor for this project.

Sincerely, Beverly Levreault.

Joanne Mahoney: Thank you very much. That concludes the public comment period, and I would like to move onto the other business portion of today's agenda. Please note that we've revised a few dates for the 2024 Board Meetings. Please see the noted dates on today's agenda and future board meeting dates are also available on the New York State Thruway public website. Is there any other business before the board? Alright, then that concludes the formal agenda for the January 29, 2024, board meeting. I would like to thank everyone in attendance today and the dedicated staff here at the Thruway, and Norm for joining us remotely. We are in the thick of the snow and storm season, please take caution on the roadways and stay safe. With no other business, may I please have a motion to adjourn today's meeting? Thank you, Jose. A second, Bob. All in favor?

All: Aye.

Joanne Mahoney: Okay, no opposition, the meeting is adjourned, and our next meeting is scheduled for Tuesday, March 26<sup>th</sup> at 1:00 p.m. Thank you, and I wish you all well.