

A meeting of the Board of Directors of the Rhode Island Turnpike and Bridge Authority ("Authority") was held via Zoom on Wednesday, July 14, 2021.

The meeting was called to order at 8:31 A.M. by Chair, Judith M. Morse.

Members Present:

Judith M. Morse, Chair
Darrell Waldron, Vice Chair
Peter M. Janaros, P.E.

Members Absent:

Peter Alviti, Jr. P.E., Ex Officio
James K. Salome

Invited Guests:

Lori Caron Silveira, Executive Director
Eric Seabury, P.E., Director of Engineering
Kathryn O'Connor, Director of Tolling and Operations
Kathryn Coleman, Manager of Tolling and Operations
Jeffrey Goulart, Chief Financial Officer
Toni Gubata, Controller
Stephen Cahill, Manager of Safety and Security
Marianne Durgin, Executive Assistant to the Director
Remmy Villacis, Network Technician
Frank Flowers, Maintenance Manager
Bill O'Gara, Legal Counsel

Item No. 2

Public Comment – There were no public comments.

Item No. 3

Motion by Darrell Waldron, seconded by Peter M. Janaros, passed unanimously to approve the minutes of the June 9, 2021, Board meeting. Director Janaros noted that the preparation of the minutes has been thorough and accurate.

Item No. 4

Motion by Darrell Waldron, seconded by Peter M. Janaros, passed unanimously to approve Pannone Lopes Devereaux & O'Gara LLC, invoices for professional services dated June 2021 in the amount of \$74,448.53. This amount includes \$57,317.25 for expert fees and e-discovery management related to litigation. Chair Morse noted that the September Board meeting will include an executive session to discuss pending litigation.

Item No. 5

Motion by Peter M. Janaros, seconded by Darrell Waldron, passed unanimously to approve a resolution authorizing certain individuals in management positions to sign checks and other duly authorized documents consistent with operating contracts and agreements approved by the Board. The resolution reads: WHEREAS, at its July 14, 2021, meeting, the Board of Directors ("Board") of the Rhode Island Turnpike and Bridge Authority ("RITBA") considered a proposal to formally authorize the individuals holding the following management positions to sign checks and other duly authorized documents

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consistent with the operating contracts and agreements approved by the Board, or otherwise consistent with Board policy: Board Chair, currently Judith M. Morse, Executive Director, currently Lori Caron Silveira, Chief Financial Officer, currently Jeffrey Goulart, Accounting Manager/Controller, currently Toni Gubata, NOW, THEREFORE, this Board of the RITBA does hereby find and resolve as follows:

1. The individuals in the positions identified above are hereby granted authority to sign checks and other duly authorized documents on behalf of the RITBA consistent with the operating contracts and agreements approved and authorized by the Board, or otherwise consistent with Board policy.
2. Two authorized signatures are required for all checks.
3. The Chief Financial Officer will provide the Board with a monthly report of the disbursement of checks that are more than \$75,000.

Chair Morse confirmed with Jeff Goulart that the monthly report of disbursement of checks over \$75,000 is new. Mr. Goulart noted that the report will provide the Board with additional transparency regarding large checks.

Item No. 6

Motion by Peter M. Janaros, seconded by Darrell Waldron, passed unanimously to award a task order (under Contract 19-06) for toll consulting services for the procurement and implementation of a new All-Electronic Tolling (AET) Toll Collection System (TCS) to Stantec Consulting Services, Inc. at a cost not to exceed \$249,853. The selection committee analyzed three proposals received from the Authority's on-call tolling consultants and determined that Stantec offered the best overall value. It was also noted that the Authority has had a good experience working with this team in the past.

Item No. 7

Motion by Darrell Waldron, seconded by Peter M. Janaros, passed unanimously to award WSP a professional service contract (Contract 21-03) and initial task order to perform design and construction phase services for a temporary All Electronic Tolling (AET) system and conceptual design services for permanent roadway improvements and conversion of the Claiborne Pell Bridge Toll Plaza to AET at a cost not to exceed \$466,000. Two proposals were received and interviews were conducted. The selection committee found WSP to be the more qualified firm. Future task orders will be developed once the conceptual design phase has been completed. Eric Seabury will provide the Board with the final fee proposal with cost breakdown once negotiated. Director Janaros noted that moving forward he would like the Board to be presented with a cost proposal which breaks down tasks and shows how funds will be allocated before voting on a proposal.

Item No. 8

Motion by Peter M. Janaros, seconded by Darrell Waldron, passed unanimously to award a task order (under Contract 19-10) for Modjeski and Masters to perform the underwater inspection of the Mt. Hope Bridge at a cost not to exceed \$55,900. The Federal Highway Administration (FHWA) requires underwater bridge inspections every five years. CONSOR will be used as a subconsultant to perform the actual diving portion of the underwater inspection, and Modjeski and Masters will prepare the final report. Director Janaros made note that the subcontractor is providing inspectors that are not only divers but also professional engineers, very sought-after qualifications for this type of work.

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Director of Engineering Eric Seabury - Capital Projects Status Report: A summary of all current projects was included in the Board materials. This month Mr. Seabury highlighted the following:

- Miscellaneous & On-Call Repairs to Pell & Jamestown: Aetna Bridge conducting painting repairs on the Pell Bridge.
- ATMS Bridge Safety & Video Analytics (Newport Pell & Mt. Hope): This project is almost complete. A new contractor will be finishing the fiber terminations.
- Jamestown Verrazzano Bridge Guardrail and Railing Painting Project: (In-House) Director Janaros asked if there were plans to coat the center median of the Jamestown Verrazzano Bridge. Mr. Seabury indicated it is not scheduled yet. He is consulting with Frank Flowers, Manager of Maintenance, to determine the feasibility of undertaking this project using the same painters who are currently working on the south side of the Bridge. Concrete repairs need to be made to the barrier before the center median coating can be planned. Director Janaros asked that it be included in future work, if possible.

CFO Jeff Goulart – Financial Summary Report – Chair Morse indicated she had reviewed the financial report and was pleased to see that revenues are over budget YTD by approximately \$3M and operating expenses are under budget YTD by approximately \$3M. She asked why the YTD investment income was negative \$23K. Mr. Goulart first noted that in the prior year, we had large gains on our investments, as those investments are “mark-to-market” on a monthly basis. He noted that the Authority’s investments are very conservative and depending upon interest rates and the yield curve, it can drive those non-cash gains or losses. The preservation of capital is the Authority’s focus. When we experience those mark-to-market gains, which are only “paper” gains, not cash gains, this is what is being shown from last year to this year. Mr. Goulart also noted that the investment advisors are starting up a quarterly review to ensure the Authority is invested in the correct asset classes. Finally, Mr. Goulart noted that while the financial reports used to be two months in arrears, they have now been only one month in arrears due to the efforts of Toni Gubata, giving the Board a more accurate assessment of the current financial picture.

Executive Director’s Report:

- **Traffic and Revenue Data** – Traffic continues to rebound, this month down again only about 10% from pre-COVID levels. Some days reporting more than 100% of 2019’s numbers. Sunny days improve traffic numbers while the rainy ones tend to drive traffic down.
All-Electronic Tolling – The conversion to All Electronic Tolling is proceeding well with plans for the conversion to take place by the end of October, after the Pell Bridge Run which is scheduled for October 17th. Several employees have volunteered to accept severance offers and there are enough jobs to offer to the remaining employees affected by the conversion to All Electronic Tolling. Internal meetings are being conducted regularly to plan for the coordination of the conversion, which will involve some modifications to the toll plaza while plans for a new gantry are developed. The new gantry will be designed, sited, and constructed in approximately eighteen months’ time.

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- **Federal Funding Requests** – RITBA continues to be aggressive in making requests. Submitted a RAISE grant proposal for the cable and anchorage dehumidification project for the Mt. Hope Bridge, and awaiting word. Have received tremendous support from the community and leaders at the federal, state, and local levels.
- **RFP – Study of Potential Suicide Deterrent Concepts** – The Authority will be issuing an RFP for Conceptual Study Services for Suicide Prevention Measures following the Board meeting.

Chair Morse informed the Board that there will likely be no August meeting and that a return to in-person meetings at the Authority's offices in Jamestown will occur with the September 15, 2021 Board meeting.

Motion by Darrell Waldron, seconded by Peter M. Janaros, passed unanimously to adjourn the meeting at 8:55 A.M.

Lori Caron Silveira
Secretary