

A meeting of the Board of Directors of the Rhode Island Turnpike and Bridge Authority (“Authority”) was held at the Authority’s office in Jamestown, on Wednesday, September 15, 2021.

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The meeting was called to order at 8:32 A.M. by Chair, Judith M. Morse.

**Members Present:**

Judith M. Morse, Chair  
Darrell Waldron, Vice Chair  
Peter Alviti, Jr. P.E., Ex Officio  
Peter M. Janaros, P.E.  
James K. Salome

**Members Absent:**

None

**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  
Stephen Cahill, Manager of Safety and Security  
Marianne Durgin, Executive Assistant to the Director  
Remmy Villacis, Network Technician  
Brian Lamoureux, Legal Counsel  
Erica Olobri, CPA, Partner, Marcum

**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 July 14, 2021, Board meeting.

**Item No. 4**

Motion by Peter M. Janaros, seconded by Darrell Waldron, passed unanimously to approve a 3.4% discretionary contribution to the 401K plan for eligible employees for FY 2022 at an approximate cost of \$103,000. This item was included in the FY 2022 budget and the percentage of contribution is the same as in years past. Director Janaros asked if this was in addition to the employer match of up to 5%. Mr. Goulart answered that it is.

**Item No. 5**

Motion by Darrell Waldron, seconded by James K. Salome, passed unanimously to approve the FY 2021 Draft Audited Financial Statements prepared by Marcum and presented by Erica Olobri, CPA, Partner. Erica stated that the audit went very smoothly with the support of management. The Authority’s Performance in 2021: Total Net Position increased by \$384,000 and the Authority has a Total Net Position of \$137,431,127. Mr. Goulart thanked the RITBA finance staff for the great work they did throughout the audit. The audit was conducted 100% remotely. He reported that the Authority was one of the first five

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agencies to submit their 2021 audit results to the State of RI. He also thanked the Marcum staff for their professionalism and timely communications throughout the process.

#### **Item No. 6**

Motion by Peter M. Janaros, seconded by James K. Salome, passed unanimously to pre-authorize funding up to \$325,000 for a civil construction contract and up to \$700,000 for equipment procurement and installation related to Kapsch's tolling system for the two temporary phases of the new All Electronic Tolling (AET) system for the Newport Pell Bridge. The temporary phases will be in place for approximately 16 to 18 months while the design and construction of a new AET system, including roadway improvements, takes place.

#### **Item No. 7**

Motion by Peter M. Janaros, seconded by Darrell Waldron, passed unanimously to approve a final closeout change order for Contract 19-03 with Aetna Bridge Company in the amount of \$16,746.96 to cover unanticipated work, including additional concrete deck repairs and the removal and return of 900 units of barrier leased from Lindsay Barrier Systems for the project.

#### **Item No. 8**

Motion by Darrell Waldron, seconded by James K. Salome, passed unanimously to award a task order (under Contract 19-10) for WSP to perform the 2021 Newport Pell Bridge Approach Spans inspection at a cost not to exceed \$335,365. Mr. Seabury provided an explanation of the bridge term "approach spans." Director Salome suggested that Mr. Seabury follow up on his earlier mention that the approach spans inspection might be combined with the main span inspection to provide a possible savings to the Authority with one routine inspection every other year.

#### **Item No. 9**

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 2021 Mount Hope Bridge Interim Inspection at a cost not to exceed \$22,600.

**Executive Session** - The Board suspended the regular Board meeting to convene an Executive Session upon motion by Darrell Waldron, seconded by Peter Alviti, Jr. All Board members voted aye. The Executive Session was called to order at 8:54 A.M. in accordance with Rhode Island's Open Meetings Act, R.I.G.L. § 42-46-5 (a) (2) to discuss a construction litigation matter.

At 9:07 A.M. a motion to exit Executive Session was made by Darrell Waldron and seconded by Peter Alviti, Jr. The motion passed unanimously, and the Executive Committee exited Executive Session.

At 9:09 A.M. the Board reconvened in open session. Chair Morse expressed her gratitude to Kathryn O'Connor for her years of dedication and excellent work in tolling. Ms. O'Connor is retiring after seventeen years at the Authority. Chair Morse then exited the open session meeting.

Attorney Brian Lamoureux reported on the progress and outcome of the executive session. The Board discussed the resolution of a litigation matter and unanimously approved the following three votes: 1) To authorize the Executive Director to execute settlement documents in the legal action captioned

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*Atsalis Bros. Painting Co. ("Atsalis") v. Aetna Bridge Company ("Aetna"), et al*, PC-2018-1076 (the "Litigation") on the following terms: (a) the Authority's release of \$945,000 in previously withheld liquidated damages and payment of \$2,655,000 to Atsalis; and (b) Aetna's payment of \$500,000 to Atsalis. In return, the pending litigation would be dismissed with prejudice and comprehensive releases exchanged, 2) To seal the minutes of the executive session, and 3) To exit the executive session.

A motion to seal the minutes of the executive session (in open session) was made by James K. Salome, seconded by Peter M. Janaros, and passed favorably with votes by Darrell Waldron and Peter Alviti, Jr.

#### Item No. 10

Motion by Peter Alviti, Jr., seconded by Peter M. Janaros, passed favorably with an additional vote by Darrell Waldron, to adopt a resolution to establish a video toll rate of \$3.00 per axle, \$6 per passenger vehicle as a result of the upcoming conversion to all electronic tolling. (James K. Salome exited the meeting before the vote was taken.) Mr. Goulart indicated the Authority engaged Stantec, an on-call consultant, to analyze and recommend options for the implementation of the video toll rate. This rate includes additional costs associated with video transactions (bill by mail) including, but not limited to: FTE costs associated with image review, additional costs associated with mailing and processing of payments, estimated costs associated with non-payment (uncollectibles) and additional costs associated with DMV look-up. The \$6 video toll rate is expected to be revenue-neutral. The effective date of the video toll rate is December 1, 2021. Although the transition to all electronic tolling will take place October 27 – 28, 2021, an interim video toll rate will remain at \$2 per axle (\$4 for passenger vehicles) until November 30, 2021. Director Caron Silveira added that this rate does not affect E-ZPass account holders. The Authority will launch a campaign to encourage motorists to open an E-ZPass account. Director Alviti asked what percent of motorists do not have an E-ZPass account. Mr. Goulart answered roughly 11%. Mr. Goulart and Kathryn O'Connor, Director of Tolling and Operations, both expressed that the new video toll rate will provide an incentive to those motorists to open an account.

**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:

- *Bridge Electrical & Communication Upgrades – (Pell & Mount Hope)*: The project was stalled for a short time as there were some problems with the subcontractor. Worked with prime contractor EW Audet to hire two new subs, who are actively engaged in terminating the fiber. Satisfied with results and will be getting cameras up and running and through the testing process soon.
- There are three projects that are about to close out. They are:
  - Partial Depth Deck Replacement – Pell
  - Miscellaneous & On-Call Repairs to Pell & Jamestown
  - Mount Hope and Sakonnet Miscellaneous Steel Repairs
- *Jamestown Verrazzano Bridge Guardrail and Railing Painting Project*: (In-House): Painters are doing a great job; the results have been very good. They will be finished in a little more than a month. They will return to the north side to do some touch up painting to areas of the guardrail that have been struck by vehicles since it was painted last spring.

**CFO Jeff Goulart – Financial Summary Report –**

Mr. Goulart had a brief report, as the draft audit was presented earlier in the meeting. For July and August, the Authority is exceeding budget on revenue and under costs in operating expenses. A new report with checks issued over \$75,000 was included in the Board packet.

**Executive Director's Report:**

- **Traffic and Revenue Data** – Traffic continues to rebound, had a very good summer. Many days saw reporting more than 100% of 2019's numbers. Over the three fiscal years impacted by COVID, we are down approximately twenty million in toll revenue.
- **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. Senator Reed visited RITBA recently and Senator Whitehouse is visiting in the coming week, providing opportunities to showcase RITBA's operations and emphasize need for federal funds, including the critical Mt. Hope Bridge dehumidification project.
- **PCI Compliance Audit** – Payment Card Industry audit went extremely well.
- **AET Conversion** –
  - It was noted that the Authority has had all-electronic tolling in place since shortly after the pandemic began with the automation of the two outermost lanes from 11 pm to 7 am. The conversion to all-electronic tolling will take place on October 27<sup>th</sup> through 28<sup>th</sup>. By Friday, October 29<sup>th</sup> the toll plaza will be all-electronic. The siting and construction of a new open road tolling gantry will take about 18 months. In the meantime, the existing plaza will be reconfigured to allow for all-electronic tolling.
  - Will be proceeding with a campaign to encourage motorists who do not have transponders to open an account and take advantage of discounted toll rates. Motorists without a valid transponder will be billed by mail at the higher \$3 per axle rate approved today.
  - Director Alviti asked if we anticipate seeing a long-term reduction in expenses. Director Caron Silveira indicated yes, with the new Traffic Management Technician and Image Review positions, we do anticipate long-term reductions in expenses in the operation of our assets. Ms. O'Connor noted that the image review position will be an efficient use of eight hours of work time. It was also noted that several of the toll collectors will be retiring and accepting the severance offers which will have an impact on expenses in the future.

Director Caron Silveira noted that this is Kathryn O'Connor's last Board meeting before her retirement. Director Caron Silveira indicated how grateful she is to have worked with Ms. O'Connor and to have had the benefit of her knowledge, which she noted is respected here and nationwide in the tolling industry. She prepared her staff well for her departure. Ms. O'Connor expressed her gratitude to Director Silveira for her leadership, to Katie Coleman, Manager of Tolling and Operations, and to the entire RITBA staff. Director Alviti and Brian Lamoureux both echoed their gratitude to Ms. O'Connor for the fine work she's done with tolling.

Motion by Darrell Waldron, seconded by Peter Alviti, Jr., and passed favorably with additional vote by Peter M. Janaros to adjourn the meeting at 9:36 A.M.

**Lori Caron Silveira**  
**Secretary**

