

MINUTES OF THE COMMISSION MEETING HELD JUNE 15, 2021

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 10:09 a.m. on Tuesday, June 15, 2021 at the Central Office located in Highspire, Pennsylvania. Available in person was John Wozniak, Secretary Treasurer. Available via telephone for the meeting were Yassmin Gramian, P.E., Chair; William K. Lieberman, Vice Chair; Pasquale T. Deon, Sr., Commissioner and Wadud Ahmad, Commissioner.

Available for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Bradley J. Heigel, P.E., Chief Engineer; Carl DeFebo, Jr., Director of Public Relations & Marketing (via telephone); Charles Duncan III, Esquire, Chief Compliance, Legis. & Cultural Affairs; Doreen McCall, Chief Counsel; Kelli Roberts, Director of Policy and External Affairs; Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via telephone); Robert Taylor, Chief Technology Officer; Stacia Ritter, Asst. Chief Operating Officer-Toll Collection and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via telephone were Tami Anderson, IT Quality Manager (in person); Don Klingensmith, Asst. Chief Fin. Officer for Financial Administration (in person); Jeff Naugle, Manager of Treasury Operations; Jesse Ream, Communication Systems Program Manager (in person); Shawn Laudenslager, End User Support Supervisor (in person); Steve Barber, Michael Baker (in person); Tom Porter, Michael Baker (in person); Wendy Callahan, Procurement Specialist; Alan Williamson, HNTB; Camille Evans, Virtus, LLP; Dan O'Brien, RBC Capital Markets; Dante Johnson, Bancroft; David Snively, CDR Maguire; Ed Blazina, Pittsburgh Post-Gazette; Ed Reese, GPD Group; Eric Madden, JMT; Frank McCartney; Jared Hoffman, All Points Towing; Jay Roth; Jeff Hans, HDR; Jim Brady, STV; Jill Bolt, Marine Tiger Technologies; John Smith; John H. Smith, Navarro & Wright; John Yocum; Jon Livingston, Jacobs; Joseph DiFiore, Wallace Pancher Group; Joseph Riley, WSP; Justin O'Shea; Ken Utsick; Mark Karolski, Buchart Horn; Matt Shinton, Kimley-Horn; Mike House, Modjeski & Masters; Nic Malas, American Veterans Group; Osaze Romany, Bancroft; Patrick Kane, GPI; Paul McNamee, KCI; Rachel Perrego, Susquehanna Civil; Robert Horr, Atkins; Roger Eaton, HDR; Scott Shimko, KCI; Sherry Hoffman; William Drawbaugh.



Chair Gramian led the Commissioners, staff and visitors in the Pledge of Allegiance.

The Assistant Secretary Treasurer, Ann Louise Edwards, called the roll and declared a quorum available. Mrs. Edwards welcomed the Commissioners, employees and guests on the WebEx and made the following statement:

Due to COVID-19, the Pennsylvania Turnpike Commission Administration Building remains closed to visitors. Accordingly, the Commission Meetings will be held via telephone (through June 2020 or until further notice). The Commission will continue to post call-in/WebEx information for those who wish to attend the meeting via telephone/WebEx. WebEx information should be posted at least 48 hours in advance of the meeting. The Commission will continue to closely monitor the CDC's and other government websites for up-to-date information regarding COVID-19, risk assessment and guidance to business. This meeting is being recorded and the Commission will post the recording on its website.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda Session to consider matters of Personnel, which included an annuitant, promotions, new hires and vacancies.

The Commissioners also engaged in non-deliberative, informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Mrs. Edwards: The public is welcome to address the Commission regarding items listed on the Agenda or other items not listed on the Agenda that are within the Commission's authority or control. In order to conduct an orderly and effective meeting, all persons wishing to address the Commission should have requested time to speak at least 48 hours in advance of this meeting.

No requests to address the Commission



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held June 1, 2021 be approved and filed as submitted-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATIONS

Motion-That the Commission approve the memos received from the Chief Counsel and the Asst. CFO-Financial Administration-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PERSONNEL

Motion-That the Commission approves personnel as submitted-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



UNFINISHED BUSINESS

No Unfinished Business to consider.



POLICY

Motion-That the Commission adopts revisions to Policy 8.12, IT Security and Risk Management, to update the operational and procedural changes to the policy - was made by Commissioner Wozniak, seconded by Commissioner Deon and passed unanimously.



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of the Agreements for the items listed in memos "a" through "e":

- a. Settlement Agreement and Release for Jimenez v. Charbonnier and PTC, and authorize issuance of the settled amount;
- b. Programmatic Agreement with First Pennsylvania Resource, LLC to supply wetland mitigation credits, required by the U.S. Army Corps of Engineers and the PA Dept. of Environmental Resources, for the Hawk Falls Bridge replacement project; at a not-to-exceed amount of \$19,200.00;
- c. Reimbursement Agreement with PPL Electric Utilities Corp. (PPL), for PPL to reimburse the Commission the cost of the engineering and utility relocation work for the Bridge NB-611 (Hickory Run Road) project at MP A88.90; at an estimated reimbursement of \$68,000.00;
- d. Wireline License Agreement with the Middletown & Hummelstown Railroad Company for the installation of fiber optic lines across various railroad rights-of-way; at a cost of \$25,200.00;
- e. Settlement Agreement and Release with Gary Andreis, Jr.; and authorize issuance of the settled amount through our insurer Liberty Mutual.

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



RIGHT-OF-WAY REQUESTS

Motion-That the Commission approve the Right-of-Way Requests for the items listed in memos "a" through "l":

- a. Acquisition of Right-of-Way #14S024 (Betty Ann Bisacca), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$165,608.56 representing fair market value, pro-rated taxes and recording fees to Closure Settlement, LLC, escrow agent; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- b. Settlement of Right-of-Way #14S222 (Raymond M. Hernandez), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$6,000.00 representing the outstanding balance to Babst Calland Clements & Zomnir, P.C., escrow agent;
- c. Acquisition of Right-of-Way #6047-J (James M. & Patricia B. Reed), a partial take parcel necessary for the total reconstruction project from MP 312.00 to MP 316.00 by authorizing payment of \$6,797.50 representing fair market value and pro-rated taxes to James M. & Patricia B. Reed; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon the delivery of a deed as prepared by the Legal Department;
- d. Acquisition of Right-of-Way #6043-B (Margaret C. Bernhardt), a partial take parcel necessary for the total reconstruction project from MP 312.00 to MP 316.00 by authorizing payment of \$10,753.00 representing fair market value and pro-rated taxes to Margaret C. Bernhardt; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- e. Acquisition of Right-of-Way #7231-D (James A. Haggard & Michelle L. Svonavec), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$2,422.50 representing fair market value and pro-rated taxes to James A. Haggard and Michelle L. Svonavec; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon the delivery of a deed as prepared by the Legal Department;

- f. Acquisition of Right-of-Way #7219-B (Insaco, Inc.), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$18,879.00 representing fair market value and pro-rated taxes to Insaco, Inc.; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- g. Acquisition of Right-of-Way #7217-A (Insaco, Inc.), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$10,454.50 representing fair market value and pro-rated taxes to Insaco, Inc.; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- h. Acquisition of Right-of-Way #7218-A (Insaco, Inc.), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$13,398.00 representing fair market value and pro-rated taxes to Insaco, Inc.; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- i. Acquisition of Right-of-Way #7219-A (Insaco, Inc.), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$9,947.00 representing fair market value and pro-rated taxes to Insaco, Inc.; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- j. Acquisition of Right-of-Way #7216-A (Insaco, Inc.), a partial take parcel necessary for the total reconstruction project from MP A38.00 to MP A44.00 by authorizing payment of \$5,684.00 representing fair market value and pro-rated taxes to Insaco, Inc.; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- k. Acquisition of Right-of-Way #14S339 (Frank E. & Patricia A. Thomas), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$73,303.39 representing fair market value, pro-rated taxes and recording fees to Fee Simple Settlement, LLC, escrow agent; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by

the Chief Counsel; and payment of fair market value to the property owners is contingent upon the delivery of a deed as prepared by the Legal Department;

- I. Acquisition of Right-of-Way #14S212 (West Mifflin Congregation of Jehovah’s Witnesses), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$503,840.00 representing fair market value, business re-establishment damages, personal property loss (machinery & equipment), search costs and Section 710 damages to West Mifflin Congregation of Jehovah’s Witnesses; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department.

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



CHANGE ORDER

Motion-That the Commission approves Change Order #3 for Contract #A-037.50T001-3-04 for the replacement of Bridge NB-202 at MP A40.13 with Deblin, Inc., for an increase of \$355,613.10 for superpave mix designs, milling and pavement markings; for a revised not-to-exceed amount of \$6,167,873.71 -was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion–That the Commission approves the Award of Bids, Change Orders and the Issuance of Purchase Orders for the items listed in memos “a” through “i”:

- a. Calcium chloride (August 1, 2021 – June 30, 2022), to the lowest responsive and responsible bidders:

SAL Chemical Co., Inc.	\$ 12,000.00	for flaked calcium chloride
EnviroTech Services, Inc.	325,000.00	for liquid calcium chloride
Contingency	<u>53,000.00</u>	
TOTAL AWARD/CONTINGENCY	\$390,000.00	

- b. Evaporated crystal sodium chloride (August 1, 2021 – May 31, 2022), to the lowest responsive and responsible bidders:

Detroit Salt Company, LLC	\$ 50,000.00	District 1, 2
Eastern Salt Company, Inc.	35,000.00	District 3, 4, 5
Contingency	<u>20,000.00</u>	
TOTAL AWARD/CONTINGENCY	\$105,000.00	

- c. AV conference room upgrades with Visual Sound, Inc., for upgrades to cameras and video capabilities through May 2022; at a cost of \$600,000.00;

- d. Diesel motor fuel and heating/emergency generator fuel (through December 2021) with Ports Petroleum Co., Inc., to include Southern Beltway maintenance; at a cost of \$90,000.00;
- e. Fiber Optic distribution network, utilizing the Commonwealth’s contract with ePlus Technology, Inc. at a cost of \$4,712,691.48;
- f. Sodium Chloride, exercising the option to renew the agreement (August 2021 - July 2022):

Cargill	\$10,370,000.00
American Rock Salt	2,085,000.00
Riverside Construction Materials	1,270,000.00
Morton Salt	510,000.00
Contingency	<u>1,423,500.00</u>
RENEWAL/CONTINGENCY	\$15,658,500.00
- g. Sludge and residual wastewater removal, exercising the option to renew the agreement (July 2021 – June 2022) with ACV Enviro APV/Allstate Power Vac, Inc.; at a cost of \$330,000.00;
- h. Inspection and testing of fire alarm and sprinkler systems (through December 2021) with Siemens Industry, Inc., for additional maintenance and upgrades to systems in District 1; at a cost of \$70,000.00;
- i. Insight Technology for hardware, software and professional services, utilizing the OMNIA Partners Cooperative agreement (June 15, 2021 – April 30, 2023); at a cost of \$500,000.00.

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



BOND RESOLUTIONS

Motion-That the Commission approve the Bond Resolutions for the items listed in memos “a” through “c”:

- a. Approve the issuance of the Pennsylvania Turnpike Commission’s variable and/or fixed rate Oil Franchise Tax Revenue bonds in an aggregate principal amount not to exceed \$600,000,000 (based on par amount) in one or more series or sub-series, taxable and/or tax-exempt, senior and/or subordinate for the purpose of financing (1) the costs of various capital expenditures for the Pennsylvania Turnpike system set forth in the Commission’s current or any prior independently funding capital plan, including any amendment thereto, including, but not limited to, funding of capital expenditures related to the Southern Beltway or the Mon/Fayette Expressway; and (2) the refunding of all or a portion of certain outstanding Oil Franchise Tax Revenue bonds, including the funding of necessary reserves; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures for the bonds; (2) one or more preliminary official statements or preliminary private placement memoranda; (3) one or more official statements or private placement memoranda; (4) one or more purchase contracts or private placement agreements; (5) agreements for the provision of one or more letters of credit, standby bond purchase agreements, other credit facilities or similar forms of credit enhancement and/or reserve

fund credit facilities and any related agreements; (6) one or more remarketing agreements; (7) one or more continuing disclosure agreements; (8) one or more interest rate swaps or other derivatives, or amendments to or terminations of existing interest rate swaps; (9) one or more direct placement agreements; (10) one or more escrow deposit agreements; and (11) any other necessary or appropriate documents or certificates; confirming, among other things, certain officials of the Pennsylvania Turnpike Commission as “authorized officers” for purposes of the bond resolution and authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;

- b. Providing for the appointment of co-bond counsel (Dilworth Paxson, LLP; Powell Law, PC), disclosure counsel (Virtus, LLP), co-financial advisors (Public Resources Advisory Group; Phoenix Capital Partners, LLP) and a swap advisor (Mohanty Gargiulo, LLP) relating to the issuance of the Pennsylvania Turnpike Commission's Oil Franchise Tax Revenue bonds in an aggregate principal amount not to exceed \$600,000,000 (based on par amount) approved by Resolution of the Pennsylvania Turnpike Commission dated June 15, 2021;
- c. Providing for the appointment of underwriters (Jefferies, LLC; Loop Capital Markets; Citigroup Global Markets, Inc.; Academy Securities; Janney Montgomery Scott, LLC; Robert W. Baird) relating to the issuance of the Pennsylvania Turnpike Commissions Oil Franchise Tax Revenue bonds in an aggregate principal amount not to exceed \$600,000,000 (based on par amount) approved by Resolution of the Pennsylvania Turnpike Commission dated June 15, 2021.

- was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



Brad Heigel, P.E., Chief Engineer presented information to the Commission on the Delaware River Bridge regarding the age of the bridge, the January – March 2017 emergency repairs that necessitated closing the bridge during the repair; an RFI issued via PennDOT in November of 2019, ongoing FEIS re-evaluation, and project delivery discussions with NJTA.

PSPC ITEMS

Motion-That the Commission approves the award of services and authorize the negotiation and execution of an agreement with the selected firms for the items listed in memos “a” through “d”:

- a. T00168, design services-alternative analysis/preliminary design for the replacement of the Delaware River Bridge;

- HDR Engineering, Inc.-AWARDED

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected firm HDR Engineering, Inc. for award based on the Commission’s determination that the firm’s Statement of Interest is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firm has a strong record of delivering large complex bridge replacement projects across the country. Its proposed staff and team have excellent experience with both the PTC and the New Jersey Toll Authority, and it proposed a sound approach to evaluate alternative alignments.

b. RFP #5833, towing and road services for MP A37.90 to MP A67.50;

- All-Points Towing, Recovery & Service Center, Inc.-AWARDED

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected All-Points Towing, Recovery, & Service Center Inc. for award based on the Commission's determination that the firms' Proposals is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. All-Points Towing, Recovery, & Service Center Inc's. towing and recovery equipment are in good condition, it operates a clean and modern facility, and its onscene compliance rate has been very good on an adjacent section of the Turnpike.

c. RFP #5831, towing and road services for MP 24.90 to MP 49.30;

- Ferra's Automotive Services, Inc.-AWARDED
- Oaks Auto Truck Service, LLC

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected Ferra's Automotive Services Inc. for award based on the Commission's determination that the firm's Proposal is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. Ferra's Automotive's on-scene compliance rate has been good for the PTC on this section of roadway, equipment is in good condition, and has a large clean modern facility. It has been active in promoting traffic incident management and responder safety through public outreach.

d. RFP #5800, quality assurance work order services;

- Info-Matrix Corporation-AWARDED
- Momentum, Inc.-AWARDED
- TestingXperts, Inc.-AWARDED
- Computer Aid, Inc.
- The North Highland Company

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected Info-Matrix Corporation; Momentum, Inc; and TestingXperts, Inc. for award based on the Commission's determination that the firms' Proposals are the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. All firms all demonstrated a good depth and breadth of experience and have little to no current contracts with the PTC which gives them the independence needed to perform our Quality Assurance testing. Both Info-Matrix and Momentum are a Diverse Business and based in PA. TestingExperts is also based in PA and committed to a 20% Diverse Business inclusion.



REJECTION OF BIDS and READVERTISE

Motion-That the Commission reject all bids and approve re-advertising for the items listed in memos "a" and "b":

a. Reject all bids and re-advertise for Contract #A-070.60F001-3-03, plumbing work at the Eastern Training Facility at MP A70.60NB;

- b. Reject all bids and re-advertise for Contract #A-070.60F001-3-05, HVAC work at the Eastern Training Facility at MP A70.60NB.

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held virtually on Tuesday, July 6, 2021 beginning at 11:00 a.m.



Rick Dreher, Chief Financial Officer, noted the Commission's decision to utilize at least one Service Disabled/Veterans Group as part of the underwriting syndicate in 2021 and moving forward. He highlighted American Veteran's Group who was involved in the Commission's April transaction and that the company donates 25% of its net profits to a military veteran's organization in the jurisdiction of the issuer. Nic Malas from the American Veterans Group spoke and thanked the Commission and provided information about their social mission.

ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 10:39 a.m.-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Assistant Secretary Treasurer

John Wozniak
Secretary Treasurer

ATTACHMENT:

Memos received from the Chief Counsel and Asst. CFO-Financial Administration