

MINUTES OF THE COMMISSION MEETING HELD OCTOBER 5, 2021

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:09 a.m. on Tuesday, October 5, 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.

Also 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; Charles L. Duncan III, Esq., Chief Compliance, Legislative, Cultural Affairs; Doreen McCall, Chief Counsel (via telephone); Kelli Roberts, Director of Policy and External Affairs; Rick Dreher, Chief Financial Officer; Robert F. Brady, Director of Operations/Projects (via telephone); Robert Taylor, Chief Technology Officer; Stacia Ritter, Esq., Asst. Chief Operating Officer/Toll Collection; Tom Porter, Chief Engineer, Michael Baker Int'l. and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via telephone were Bhaskar Suryakumar, Senior Business Process Specialist; Don Klingensmith, Asst. Chief Fin. Officer for Financial Administration; Fawn Cassel, Contract Management Services Manager; Jeff Naugle, Manager of Treasury Operations (in person); Justina Wentling, Assistant Manager of Traffic Engineering; Karen Ruch, Manager of Strategic Sourcing & Asset Management; Kelly Horvath, Executive Administrative Assistant (in person); Louis Van Gorder, Attorney 4 (in person); Sean Laudenslager, End User Support Supervisor (in person); Steve Dale, Senior Engineer Project Manager P.E; Steven Zehring, Senior Network Engineer (in person); Thomas Wallace, Foreman; Camille Evans, Virtus, LLP; Cody Gross, McTish Kunkel; Dan Campbell; Dan O'Brien, RBC Capital Markets; George Settelmaier, KS Engineers; James Brady, STV; Joe Romano, LDG; Jon Livingston, Jacobs; Joseph DiFiore, Wallace Pancher Group; Karen Gabel, Erdman Anthony; M. Gleinheiser, Urban; Michael Simmonds, IBEW-Local 126; Michele Donaghy, T.Y. Lin; Paul McNamee, KCI; Philip Crouthamel, Lobar; Robert Horr, Atkins; Scott Shimko, KCI; and Tom Rowader, GPI.



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 present. Mrs. Edwards welcomed the Commissioners, employees and guests on the WebEx and made the following statement:

With the lifting of the Commonwealth's mask and occupancy limitation related to the COVID-19 emergency, the Pennsylvania Turnpike Commission Meetings are being held in person. However, the Commission will also continue to post call-in/WebEx information for those who wish to attend the meeting via telephone/WebEx. The WebEx information was posted at least 48 hours in advance of the meeting. 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 new hires, promotions and vacancies.

The Commissioners also discussed Docket No. 1:18-cv-00766-SHR and engaged in non-deliberative, informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Mrs. Edwards: Copies of today's agenda are located in the Large Board Room for those attending in person. The agenda is also available on the Commission website at least 48 hours in advance of the meeting. 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.

The Commission recognized Michael Simmonds of IBEW-Local 126. Mr. Simmonds discussed his concerns regarding the Fiber Optic project.



ELECTION OF SECRETARY TREASURER

MRS. EDWARDS: The first item of business on the agenda is the election of a Secretary Treasurer.

CHAIR GRAMIAN: May I have nominations for Secretary Treasurer?

COMMISSIONER WOZNIAK: I nominate Commissioner Wadud Ahmad for Secretary Treasurer.

CHAIR GRAMIAN: May I have a second?

COMMISSIONER DEON: I second the motion.

CHAIR GRAMIAN: Are there any other nominations for Secretary Treasurer?

CHAIR GRAMIAN: Hearing none, I call for the vote. All those in favor of Commissioner Ahmad for Secretary Treasurer said I, opposed? Motion carries.

MRS. EDWARDS: Congratulations. We will now proceed with the Formal Agenda.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held September 21, 2021 be approved and filed as submitted-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATION

Motion-That the Commission approve the memo received from the Chief Counsel-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.



BOND RESOLUTION

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

- a. Approve the issuance of the Pennsylvania Turnpike Commission’s variable and/or fixed rate Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$500,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing (1) the costs of various capital expenditures for the Pennsylvania Turnpike system set forth in the Commission’s current Ten Year Capital Plan, including any amendment thereto, or in any prior capital plan, including, but not limited to, the reconstruction of roadbed and roadway, the widening, replacing and redecking of certain bridges and/or the rehabilitation of certain interchanges and (2) the refunding of all or a portion of certain outstanding fixed rate and/or variable rate Turnpike Revenue bonds designated by the Commission, including the modification and/or termination of related swap agreements; and (3) 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) one or more agreements for the provision of 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 and escrow deposit agreements; (10) 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 this bond resolution and authorizing the taking of further action; repealing 2 inconsistent resolutions; and declaring that this resolution shall be liberally construed;

- b. Approve the appointment of co-bond counsel (Eckert Seamans Cherin & Mellott, LLC and Zarwin Baum DeVito Kaplan Schaer Toddy, P.C.) and disclosure counsel (Virtus, LLP), the appointment of certain advisors, and the authorization of actions by certain authorized officers of the Pennsylvania Turnpike Commission for purposes of this resolution relating to the issuance of certain of the Pennsylvania Turnpike Commission’s senior indenture variable rate and fixed rate Turnpike Revenue bonds approved by Resolution of the Pennsylvania Turnpike Commission adopted October 5, 2021 (the “bond resolution”), which Resolution provided for the issuance from time to time of senior indenture Turnpike Revenue bonds in an aggregate principal amount not to exceed \$500,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system;
- c. Approve the appointment of one or more underwriters (RBC Capital Markets, LLC, Inc.; Huntington Securities, Inc., Stifel, Nicolaus & Co., Inc/Backstrom McCarley Berry & Co., LLC.; Bancroft Capital, LLC; San Blas Securities; and Stern Brothers) and the authorization of actions by certain authorized officers of the Pennsylvania Turnpike Commission for purposes of this resolution relating to the issuance of certain of the Pennsylvania Turnpike Commission’s senior indenture variable rate and fixed rate Turnpike Revenue bonds approved by Resolution of the Pennsylvania Turnpike Commission adopted October 5, 2021, which resolution provided for the issuance from time to time of senior indenture Turnpike Revenue bonds in an aggregate principal amount not to exceed \$500,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system and the refunding of outstanding turnpike revenue bonds.

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



AGREEMENTS

Motion-That the Commission approves the negotiation and execution of the Agreements and Amendments for the items listed in memos “a” through “d”:

- a. Ownership Agreement with the Borough of McDonald (Borough), for the Commission to install a pipe necessary for the SR 980 drainage improvement project; the Borough will own and maintain the pipe;
- b. Amendment to our agreements with the Programmatic Mitigation Supply Sponsors Pool, to exercise the option to renew the agreements for an additional two (2) years;
- c. Amendment to our agreement with Redflex Traffic Systems, Inc. for the Statewide Automated Work Zone Speed Enforcement (AWZSE) program, to adjust the price structure from a per deployment cost to a monthly program fee with a reduced per deployment cost;

- d. Amendment to our Mitigation Supply Agreement with First Pennsylvania Resource, LLC for stream mitigation credits for the Southern Beltway, US 22 to I-79, to supply additional wetland mitigation credits required to satisfy the USACE/PADEP permit conditions; at a revised not-to-exceed amount of \$98,000.00.

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



RIGHT-OF-WAY REQUESTS

Motion-That the Commission approve a temporary construction easement with 1101 Northern Blvd LLC (1101 LLC) for 1101 LLC to repair a slope collapse and encroachment, re-establish the Commission's Right-of-Way line and repair/replace the right-of-way fence at MP A129.60 as approved by the Engineering and Property Management Departments; and approve the necessary agreements as prepared by the Legal Department-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



ADVERTISING

Motion-That the Commission approve advertising for an Authorized Service Provider for coverage from MP 266.50 to MP 292.50-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion-That the Commission approves the Award of Bid, Change Orders and Issues Purchase Orders for the items listed in memos "a" through "c" and "e":

- a. Microwave tower switch replacement, utilizing the Commonwealth's contract with ePlus Technology, Inc.; at a cost of \$183,923.59;
- b. VPN access point hardware and maintenance with ePlus Technology, Inc. (in accordance with the Commonwealth contract), to extend Meraki WiFi services to secure connection without using VPN software on laptops (through April 2024); at a cost of \$79,854.00;
- c. Steril-Koni heavy duty flush mounted skylift, utilizing the Commonwealth's contract with Steril-Koni USA, Inc.; at a cost of \$165,077.00;
- e. Anti-skid materials, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a total award of \$144,912.50.

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

Motion—That the Commission approves the Award of Bids for the item listed in memo “d”:

d. Aggregate contracts, to the lowest responsive and responsible bidders:

Hanson Aggregates PA, LLC	\$95,000.00	Gibs, Sear, Gree, Harc, Jeff, Sbwy
Lindy Paving	28,000.00	Home, Gibs
New Enterprise Stone/Lime	208,000.00	Gib, Gree, Harc, Dngl, Smst, Kegg, Evert, Brnt, Newv, Ncmb, Mtgt, Bowm,, Dvlt, Qtwn, Slat, Pocr, Wyom
Silver Hill Quarry	10,000.00	Bowm
Douglasville Quarry	10,000.00	Dvlt, Plym
Highway Materials	10,000.00	Plym, Qtwn
Plumstead Materials	5,000.00	Trev
Martin Limestone	5,000.00	Qtwn
Locust Ridge Quarry	5,000.00	Pocr
Contingency	<u>74,000.00</u>	
TOTAL AWARD & CONTINGENCY	\$450,000.00	

- was made by Commissioner Wozniak, seconded by Commissioner Deon; Commissioner Lieberman abstained.

VICE CHAIR LIEBERMAN: I abstain on this item because Lindy Paving is a client of my firm.

The motion passed.



AWARD OF CONTRACTS

Motion-That the Commission approve the Award of Contracts for the items listed in memos “a” through “d”:

- a. Contract #T-316.89F001-3-04 for electrical work at the Devault Maintenance Facility, to the lowest responsive and responsible bidder, Boro Developers, Inc. d/b/a Boro Construction; at a not-to-exceed amount of \$4,046,000.00 and a contingency of \$200,000.00;
- b. Contract #T-316.89F001-3-05 for HVAC work at the Devault Maintenance Facility, to the lowest responsive and responsible bidder, Boro Developers, Inc. d/b/a Boro Construction; at a not-to-exceed amount of \$1,995,000.00 and a contingency of \$95,000.00;
- c. Contract #T-316.89F001-3-03 for plumbing work at the Devault Maintenance Facility, to the lowest responsive and responsible bidder, Guy M. Cooper, Inc.; at a not-to-exceed amount of \$2,075,000.00 and a contingency of \$100,000.00;
- d. Contract #T-316.89F001-3-02 for general construction work at the Devault Maintenance Facility, to the lowest responsive and responsible bidder, Lobar, Inc.; at a not-to-exceed amount of \$26,080,000.00 and a contingency of \$1,000,000.00.

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



CHANGE ORDERS

Motion-That the Commission approves the Revisions, Change Orders and Final Payment for the items listed in memos “a” through “e”:

- a. Change Order #3 and Final Payment for Contract #EN-00115-03-13 for installation of signs between MP 90.40 and MP 188.70 with Penn Line Service, Inc., for a decrease of \$16,022.00 to reflect normal quantity adjustments to balance the contract items to the actual work completed; for a final contract value of \$267,763.78 and final amount due to the contractor of \$27,612.54;
- b. Revision to the final contract value for Contract #T-010.00M001-3-03 for installation of pre-entry Intelligent Transportation Systems (ITS) between MP 13.00 and MP 201.00 with Bruce & Merrilees Electric Co., to reflect a final contract value of \$1,169,725.90;
- c. Revision to the final contract value for Contract #T-053.00T001-3-03 for replacement of Bridge WB-454 and MP 53.66 with Mosites Construction Co., to reflect a final contract value of \$7,296,115.01 and final amount due to the contractor of \$10,000.00;
- d. Change Order #3 for Contract #T-053.00T001-3-04 for replacement of bridge WB-456 at MP 54.95 with Plum Contracting, Inc. for a decrease of \$97,076.72 to balance the contract items to the actual work completed, bearing piles, pile tip reinforcement, predrilling and pile redesign at Abutment 2, and a 194-day time extension; for a revised-not-to-exceed amount of \$11,209,411.34;
- e. Change Order #6 for Contract #S-006.00X002-3-13 for installation of signs from MP S00.00 to MP S19.53 with Power Contracting Company for an increase of \$322,831.67 for normal quantity adjustments and pavement markings, for a revised-not-to exceed amount of \$13,117,059.52.

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



SUPPLEMENTAL AGREEMENTS

Motion-That the Commission approve the negotiation and execution of the Supplemental Agreements for items listed in memos “a” and “c”:

- a. Supplemental Agreement #4 with JMT, Inc. for design of the total reconstruction and widening project from MP 126.00 to MP 134.00, for an additional \$2,500,000.00 to complete the final design, update the contract to current standards, revise the MPT scheme for safety purposes, prepare for tree removal in advance of the mainline contract and update the basins to current criteria; for a revised not-to-exceed amount of \$29,000,000.00;

c. Supplemental Agreement #6 with Urban Engineers, Inc. for the total reconstruction projects from MP 312.00 to MP 319.00 and MP 320.00 to MP 326.00 for an additional \$5,000,000.00, the MP 320.00 to MP 326.00 total reconstruction project has been split into two phases and the MP 312.00 to MP 319.00 project requires more effort for permitting and design; for a revised not-to-exceed amount of \$35,000,000.00.

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

Motion-That the Commission approve the negotiation and executions of the Supplemental Agreement for the item listed in memo "b":

b. Supplemental Agreement #1 with WSP USA, Inc. for design of the total reconstruction project from MP 302.00 to MP 308.00, for an additional \$9,500,000.00 to complete the final design for this six-mile reconstruction project; for a revised not-to-exceed amount of \$21,500,000.00;

- was made by Commissioner Wozniak, seconded by Commissioner Deon; Commissioner Gramian abstained.

CHAIR GRAMIAN: I abstain on this item because WSP USA was my previous employer.

The motion passed.



PSPC ITEM

Motion-That the Commission approves the award of services and authorize the negotiation and executions of an agreement with the selected firm for RFP 6034, pre-employment background screening services:

- Hire Image, LLC-AWARDED

The Commission has selected Hire Image, LLC for award based on the Commission's determination that firm's Proposal is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. Hire Image, LLC is able to provide all of the required and optional services; proposed an expeditious integration plan; goes above industry standard for its background searches and is a woman-owned diverse business-was made by Commission Wozniak, seconded by Commission Deon; and passed unanimously.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, October 19, 2021 beginning at 11:00 a.m.



POST FORMAL

Craig Shuey, Chief Operating Officer thanked the Innovation Council and all PTC employees' that submitted ideas during the Shark Tank Innovation week. Mr. Shuey recognized the winner as Dan Campbell.; Dan created a prototype of a sign attachment bracket. Chair Gramian, Secretary Treasurer Ahmad and Commissioner Wozniak thanked everyone who participated in the event and offered their congratulations.

ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:37 a.m.-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

Ann Louise Edwards
Assistant Secretary Treasurer

APPROVED BY:

Wadud Ahmad
Secretary Treasurer