

PENNSYLVANIA TURNPIKE COMMISSION

HIGHSPIRE, PENNSYLVANIA

FORMAL MEETING

OCTOBER 3, 2023

11:00 A.M.

AGENDA

- A. Roll Call**
 - Sunshine Announcement**
 - Public Participation**
- B. Minutes-September 19, 2023**
- C. Communication-Memo received from the Chief Counsel**
- D. Personnel**
- E. Unfinished Business**

F. NEW BUSINESS

- 1. Approve amending the pool of qualified professionals for machinery, equipment, and inventory appraisal services to include RealPro Valuation, LLC and O & CO, LLC.**
- 2. Approve the negotiation and execution of an Amendment to our agreement with Daktronics for DMS signs to communicate critical information on the roadway; exercising the option to renew the agreement from January 3, 2024 - January 3, 2026; at an additional cost of \$2,313,168.45.**
- 3. Approve the Right-of-Way requests for the items listed in memos “a” through “c”:**
 - a. Adopt the proposed Property Acquisition for Right-of-Way #6000-RB (Jared S. & Marla J. Kurtz; Berks County Agricultural Land Preservation Board; Amanda Burkard-Sell), a partial take parcel necessary for the total reconstruction and widening project from MP 298.00 to MP 302.00 by authorizing payment of \$2,100.00 representing estimated just compensation to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;**
 - b. Acquisition of Right-of-Way #7077-B (Trevoise Corporate Center Associates, LP; Bruce E. Toll), a partial take parcel necessary for the I-95 Interchange, Section A2, by authorizing payment of \$6,800.00 representing fair market value to CCT Partnership, LP; also authorize payment of \$60.50 representing recording fees to Bucks County Recorder of Deeds; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize 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 is contingent upon the delivery of a deed as prepared by the Legal Department;**
 - c. Acquisition of Right-of-Way #5120-RA (Northgate Business Center, LP; Lillyeve, LLC; Frederick J. Singer; and Seth Feldman), a partial take parcel necessary for the total reconstruction and widening project from MP 298.00 to MP 302.00 by authorizing payment of \$22,313.50 representing fair market value and pro-rated taxes to Northgate Business Center, LP; also authorize payment of \$121.50 representing recording fees to Berks County Recorder of Deeds Office; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize 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.**
- 4. Adopt revisions to Policy Letter 2.20, Administration and Personnel Committees, for general language changes to update the document from the original language and update responsibilities to reflect current duties of the Committees.**

F. NEW BUSINESS

5. Approve the Issuance of Purchase Orders for the items listed in memos “a” through “c”:

- a. Gasoline contracts, exercising the option to renew the agreements for an additional year (November 2023 - October 2024); and approval for staff movement of funds between contracts as needed during the contract term:

Gladieux Trading & Marketing, LP	\$ 1,000,000.00	Gibsonia, Jefferson Hills, Harrison City, Donegal, Searights, Trevoise, Quakertown, Pocono, Wyoming Valley
Petroleum Traders Corporation	\$ 925,000.00	Homewood, S. Beltway, Kegg, Burnt Cabins, New Cumberland, Mt. Gretna, Bowmanville, Slatington
World Fuel Services	\$ 75,000.00	Newville
Glassmere Fuel Service	\$ 200,000.00	Greensburg, Everett
Mansfield Oil Co. of Gainsville	\$ 25,000.00	Devault
TOTAL RENEWAL COST	\$ 2,225,000.00	

- b. SAP SuccessFactors license, exercising the option to renew the agreement with Carahsoft Technology Corp. for an additional year (November 15, 2023 - November 14, 2024); at a cost of \$778,991.00;
- c. SAP Work Manager Cloud edition (mobile solution for the automation of asset management and field service processes), utilizing the Commonwealth’s contract with Carahsoft Technology Corp. for five (5) years (November 2023 - September 2028); at a cost of \$1,631,580.00.

6. Approve the Change Order and Final Payments for the items listed in memos “a” and “b”:

- a. Change Order #2 and Final Payment for Contract #T-249.70R001-3-02 for the Highspire Service Plaza auxiliary truck parking with New Enterprise Stone and Lime Co., Inc. for a decrease of \$40,734.25 for normal quantity adjustments and seeding and soil supplements; for a final contract value of \$2,681,304.45 and final amount due to the contractor of \$61,275.28;
- b. Final Payment for Contract #S-006.00X002-3-13 for installation of signs along the Southern Beltway SR 0576, Section 55S between MP S00.00 and MP S19.53 with Power Contracting Co.; for a final contract value of \$13,442,220.04 and final amount due to the contractor of \$268,844.40.

7. Approve the Award of Contract #T-355.21S001-3-02 for the rehabilitation of Bridges DB-249, DB-250, and DB-252 between MP H42.10 and MP H42.35 to the lowest responsive and responsible bidder, J.D. Eckman, Inc.; at a not-to-exceed amount of \$7,172,531.31 and a contingency of \$500,000.00

F. NEW BUSINESS

8. Approve the Bond Resolutions for the items listed in memos "a" through "c":

- a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's fixed and/or variable rate turnpike revenue bonds in an aggregate principal amount not to exceed \$600,000,000 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 or update 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, (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, (3) the funding of necessary reserves, and (4) the funding of the costs of issuance of such Turnpike Revenue Bonds; authorizing the issuance of any bonds on a forward delivery basis; authorizing a tender and exchange program with respect to the refunding of any such prior bonds issued by the Pennsylvania Turnpike Commission and providing for the appointment of professionals and authorizing documents with respect thereto; authorizing the defeasance of a portion of any prior bonds issued by the Pennsylvania Turnpike Commission with not to exceed \$50,000,000 in available moneys of the Pennsylvania Turnpike Commission and appointment of certain professionals and authorizing documents with respect thereto; 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; providing for the appointment of certain other professionals; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;
- b. Providing for the appointment of co-bond counsel (Squire Patton Boggs (US), LLP and Raffaele Puppio, L.L.P), disclosure counsel (Stradley Ronon Stevens & Young, LLP), co-financial advisors (Public Resources Advisory Group and Phoenix Capital partners, LLP), and swap advisor (Mohanty Gargiulo, LLC), 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 variable rate and fixed rate Turnpike Revenue Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023 (the "bond resolution"), which resolution provided for the issuance from time to time of Turnpike Revenue Bonds in an aggregate principal amount not to exceed

F. NEW BUSINESS

\$600,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system;

- c. Providing for the appointment of one or more financial institutions (underwriters-Goldman Sachs & Co., LLC; PNC Capital Markets, LLC; Piper Sandler & Co.; Bancroft Capital, LLC; Huntington Securities, Inc.; and Stern Brothers & Company) 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 3, 2023 (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 \$600,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system and the refunding of outstanding Turnpike Revenue Bonds.**

9. Approve the Bond Resolutions for the items listed in memos "a" and "b":

- a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's variable and/or fixed rate Turnpike Revenue Refunding Bonds in an aggregate principal amount not to exceed \$170,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing (1) the current 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, (3) the funding of necessary reserves, (3) the obtaining of one or more credit facilities to provide credit enhancement or liquidity support in connection with the issuance of the bonds, and (4) the funding of the costs of issuance of such Turnpike Revenue Bonds (collectively, the "project"); 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 inconsistent resolutions; and declaring that this resolution shall be liberally construed;**
- b. Providing for the appointment of co-bond counsel (Obermayer Rebmann Maxwell & Hippel, LLP and Dentons Cohen & Grigsby, P.C.) and disclosure counsel (Stradley Ronon Stevens & Young, LLP), the appointment of certain advisors (co-financial advisors-Public Resources**

F. NEW BUSINESS

Advisory Group and Phoenix Capital Partners, LLP) (swap advisor-Mohanty Gargiulo LLC), 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 variable rate Revenue Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023 (the "bond resolution"), which resolution provided for the issuance from time to time of Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$170,000,000 to finance, among other things, the costs of Revenue Refunding Bonds for the Pennsylvania Turnpike system.

10. Approve the Bond Resolutions for the items listed in memos "a" through "c":

- a. Authorizing the approval of 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 or update 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, (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, (3) the funding of necessary reserves, and (4) the funding of the costs of issuance of such Turnpike Revenue Bonds; authorizing the delivery and distribution of one or more preliminary official statements or preliminary private placement memoranda; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures for the bonds; (2) one or more official statements or private placement memoranda; (3) one or more purchase contracts or private placement agreements; (4) 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; (5) one or more remarketing agreements; (6) one or more continuing disclosure agreements; (7) one or more interest rate swaps or other derivatives, or amendments to or terminations of existing interest rate swaps; (8) one or more direct placement agreements and escrow deposit agreements; (9) 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 prior inconsistent resolutions; and declaring that this resolution shall be liberally construed;**
- b. Providing for the appointment of co-bond counsel (Duane Morris, LLP and Turner Law, P.C.) and disclosure counsel (Stradley Ronon Stevens & Young, LLP), the appointment of certain advisors (co-financial advisors-Public Resources Advisory Group and Phoenix Capital Partners, LLP) (swap advisor-Mohanty Gargiulo, LLC), 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 variable rate**

F. NEW BUSINESS

and fixed rate Turnpike Revenue Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023 (the "bond resolution"), which resolution provided for the issuance from time to time of 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. Providing for the appointment of one or more financial institutions (underwriters-Loop Capital Markets, LLC; Stifel Financial Corp./Backstrom McCarley Berry & Co., LLC; Wells Fargo & Company; Robert W. Baird & Company, Inc.; Waubank Securities, LLC; and Boenning and Scattergood, Inc.) 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 variable rate and/or fixed rate Turnpike Revenue Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023, which resolution provided for the issuance from time to time of 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.

11. Approve the Bond Resolutions for the items listed in memos "a" through "c":

- a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's fixed and/or variable rate Turnpike Revenue Refunding Bonds in an aggregate principal amount not to exceed \$600,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing the (1) refunding of all or a portion of certain outstanding fixed rate and/or variable rate Turnpike Revenue Refunding Bonds designated by the Commission, including the modification and/or termination of related swap agreements, (2) funding of necessary reserves, and (3) funding of the costs of issuance of such Turnpike Revenue Refunding Bonds; authorizing the issuance of any bonds on a forward delivery basis; authorizing a tender and exchange program with respect to the refunding of any such prior bonds issued by the Pennsylvania Turnpike Commission and providing for the appointment of professionals and authorizing documents with respect thereto; authorizing the defeasance of a portion of prior bonds issued by the Pennsylvania Turnpike Commission with not to exceed \$50,000,000 in available moneys of the Pennsylvania Turnpike Commission and appointment of the Pennsylvania Turnpike Commission; 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, and; (10) any other necessary or appropriate documents or

F. NEW BUSINESS

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; providing for the appointment of certain other professionals; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;

- b. Providing for the appointment of co-bond counsel (Saul Ewing, LLP and Eckert Seamans Cherin & Mellott, LLC) and disclosure counsel (Stradley Ronon Stevens & Young, LLP), the appointment of certain advisors (co-financial advisors-Public Resources Advisory Group, Inc. and Phoenix Capital Partners, LLP) (swap advisor-Mohanty Gargiulo, LLC), 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 variable rate and/or fixed rate turnpike revenue refunding bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023 (the "bond resolution"), which resolution provided for the issuance from time to time of Turnpike Revenue Refunding Bonds in an aggregate principal amount not to exceed \$600,000,000 to finance, among other things, the refunding of all or a portion of certain outstanding fixed rate and/or variable rate Turnpike Revenue Bond designated by the Pennsylvania Turnpike Commission;
- c. Providing for the appointment of one or more financial institutions (underwriters-Citigroup Global Markets, Inc.; UBS Securities, LLC; JP Morgan Securities, LLC; Drexel, Hamilton, LLC; Cabrera Capital markets, LLC; and R. Seelaus & Co, LLC) 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 variable rate and/or fixed rate Turnpike Revenue Refunding Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023, which resolution provided for the issuance from time to time of Turnpike Revenue Refunding Bonds in an aggregate principal amount not to exceed \$600,000,000 to finance, among other things the refunding of all or a portion of certain outstanding fixed rate and/or variable rate Turnpike Revenue Bond designated by the Pennsylvania Turnpike Commission.

12. Approve the Bond Resolutions for the items listed in memos "a" through "c":

- a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's variable and/or fixed rate Turnpike subordinate revenue refunding bonds in an aggregate principal amount not to exceed \$250,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing (1) the refunding of all or a portion of certain outstanding fixed rate and/or variable rate Turnpike subordinate revenue bonds or notes designated by the Commission, including the modification and/or termination of related swap agreements, (2) the funding of necessary reserves, and (3) the funding of the costs of issuance and insuring of such Turnpike subordinate revenue refunding bonds; 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

F. NEW BUSINESS

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 inconsistent resolutions; and declaring that this resolution shall be liberally construed;

- b. Providing for the appointment of co-bond counsel (Clark Hill PLC and Endow Law P.A.) and disclosure counsel (Stradley Ronon Stevens & Young, LLP), the appointment of certain advisors (co-financial advisors-Public Resources Advisory Group and Phoenix Capital Partners, LLP) (swap advisor-Mohanty Gargiulo, LLC), 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 variable rate and fixed rate Turnpike subordinate revenue bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023 (the "bond resolution"), which resolution provided for the issuance from time to time of turnpike subordinate revenue refunding bonds in an aggregate principal amount not to exceed \$250,000,000 to finance, among other things, the costs of the project;
- c. Providing for the appointment of one or more financial institutions (underwriters-Raymond James & Associates, Inc.; Siebert Williams Shank & Co., LLC; Samuel A. Ramirez & Co., Inc.; Rockfleet Financial Services, Inc.; Quoin Capital, LLC; and Academy Securities, Inc.) 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 Pennsylvania Turnpike Commission's variable and/or fixed rate turnpike subordinate revenue refunding bonds in an aggregate principal amount not to exceed \$250,000,000 in one or more series or sub-series, taxable or tax-exempt, approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023, which resolution provided for the issuance from time to time of Turnpike subordinate revenue refunding bonds in an aggregate principal amount not to exceed \$250,000,000 to finance the costs of the project.

- 13. Approve revisions to the Procedures for Issuing Supplementary Advisory Services Work Orders to reflect changes in contract administration and PTC organizational structure.

F. NEW BUSINESS

- 14. Approve the award of service and authorize the negotiation and execution of an agreement/agreements with the selected firm/firms for RFP 10421, GeoAnalytics Work Order Services.**
 - **Staff Briefing**
 - **Deliberation**

- 15. Approve the Bond Resolutions for the items listed in memos “a” and “b”:**
 - a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission’s variable and/or fixed rate Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$100,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing the costs of (a) 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 or update 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; (b) the funding of any necessary reserves; (c) funding interest, as necessary or convenient, on the bonds or any other bonds outstanding from time to time under the original restarted indenture; and (d) the funding of the costs of issuance of such Turnpike Revenue Bonds; and authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures for the bonds; (2) 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 as may be necessary; (3) one or more remarketing agreements as may be necessary; (4) amendments to or terminations of existing interest rate agreements or one or more new interest rate agreements providing for a swap relating to the bonds; (5) one or more direct placement bond purchase agreements, continuing covenant agreements, fixed rate lock agreements, bond purchase agreements, or similar agreements required by the purchaser of the bonds; and (6) 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 inconsistent resolutions; and declaring that this resolution shall be liberally construed;**

 - b. Providing for the appointment of bond counsel (Stradley Ronon Stevens & Young, LLP) and the appointment of certain advisors (co-financial advisors-Public Resources Advisory Group and Phoenix Capital Partners, LLP) (swap advisor-Mohanty Gargiulo, LLC), 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/or fixed rate Turnpike Revenue Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted October 3, 2023 (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 \$100,000,000 to finance, among other things, the costs of various capital projects for the Pennsylvania Turnpike system.**