

MINUTES OF THE COMMISSION MEETING HELD JANUARY 28, 2015

A formal meeting of the Pennsylvania Turnpike Commission convened at 12:05 p.m., January 28, 2015 at the Central Office located in Highspire, Pennsylvania. Present for the meeting were William K. Lieberman, Chairman; A. Michael Pratt, Esquire, Vice Chairman; Pasquale T. Deon, Sr., Secretary Treasurer; Sean Logan, Commissioner and Leslie S. Richards, Acting Secretary of Transportation.

Others present for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Larry Bankert, Chief Engineer for Michael Baker Jr., Inc.; Robert F. Brady, Director of Operations/Projects-East; William J. Capone, Chief of Communications & Public Relations; Scott D. Fairholm, Chief Information Officer; Nikolaus Grieshaber, Chief Financial Officer; Bradley J. Heigel, P.E., Chief Engineer; Jeffrey L. Hess, Director of Fare Collection and Field Operations; Doreen A. McCall, Chief Counsel; Myneca Y. Ojo, Director of Diversity and Inclusion; Stacia A. Ritter, Director of Government Affairs and Ann Louise Edmunds, Assistant Secretary Treasurer.

Also in attendance were Christine J. Baker, Public Information/Photo Specialist; Jack Christensen, Director of FEMO; Renee Colborn, Manager of Media and Public Relations; Carl E. Defebo, Jr., Director of Public Relations & Marketing; Richard S. Dipiero, Senior Fare Collection Operations Manager; Richard C. Dreher, Assistant CFO/Financial Management; Kelly Horvath, Executive Administrative Assistant; Ryan Hoff, Engineer Project Manager 3; Donald S. Klingensmith, Director of Procurement and Logistics; Anthony Q. Maun, Assistant CFO/Accounting & Budgeting; Jeanmarie McLaughlin, General Real Estate & Right-of-Way Counsel; Wanda Metzger, Contracts Supervisor; Gina Murray, Engineering Contracts Supervisor; Jeffrey A. Naugle, Manager of Treasury Operations; John Romano, Right-of-Way Administrator; Robert H. Rosell, Technician of PC/LAN Systems; Cindy Smith, General Accountant II; Lynn Stakem, Senior General Accountant; Brenda Szeles-Bratina, Director of Toll Revenue Audit; Kim Tosh, Debt & Derivatives Manager; Alan Williamson, Senior Engineer Project Manager; Eric Madded, ACEC/PA; Jock P. Rowe, Teamsters Local 77; Paul Morrison, Teamsters Local 77; Mark Rowe, Teamsters Local 77; Frank Kempf, Consultant; Michael Judge, BNY/Mellon; Joe DiFiore, Parsons; Blair Stocker, Hatch Mott MacDonald; Jeff Hans, HDR; Jon Livingston, Jacobs; Troy Holloway, Century Engineering; Peter Kuhne, Atkins; Jen Hendricks, H2 Engineering; Paul McNamee, KCI Technologies; Louis Norella, Greenman Pedersen, Inc. and Bill Sauer, C.S. Davidson, Inc.

Ms. Edmunds led the Commissioners, staff and visitors in the Pledge of Allegiance.



The Assistant Secretary Treasurer, Ann Louise Edmunds, called the roll and declared a quorum present.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda session to consider matters of personnel, which included a title change, performance incentive, equity adjustment, promotions, reclassifications, position changes, new hires, vacancies and requests to abolish; to create and fill; to fill; and to post and fill positions in the Information Technology, Maintenance, Engineering, Traffic Engineering and Operations, Fare Collection, Communication and Public Relations, and Facilities and Energy Management Operations Departments.

The Commissioners also discussed Docket Nos. 862-MAL-2014 and 03559, and engaged in non-deliberative informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Ms. Edmunds: The public is welcome at this time 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 signed in a requested time to speak. If you have not done so, you are invited to do so at this time.

There were no requests to address the Commission; all visitors stood and introduced themselves.



Chairman Lieberman welcomed Leslie S. Richards, Acting Secretary of Transportation to the Commission; he also commented on former Secretary of Transportation Barry Schochs' departure and was thankful for all of his help over the past several years. Chairman Lieberman also spoke to

objectives that were achieved during the past four years, namely our minority objectives and the reorganization of the PSPC Committee among other accomplishments. He concluded by thanking the other Commissioners and all PTC staff.



NOMINATION OF OFFICERS

Ms. Edmunds: The first item of business on the agenda is the election of Officers. We will begin with the election of a temporary Chairman; the duties of the temporary Chairman will be to accept nominations for Chairman. Do I have a nomination for a temporary Chairman?

Commissioner Richards: I nominate Bill Lieberman for temporary Chairman.

Ms. Edmunds: Are there any other nominations?

Ms. Edmunds: Hearing none, may I have a motion to close the nominations?

Commissioner Richards: I move to close the nominations.

Ms. Edmunds: May I have a second?

Commissioner Pratt: I second the motion.

Ms. Edmunds: All those in favor of closing the nominations said I, opposed?

Ms. Edmunds: Motion carries. We will now vote for Temporary Chairman. All those in favor of Commissioner Lieberman for temporary Chairman said I, opposed? Motion carries.

Ms. Edmunds: Temporary Chairman Lieberman will now accept nominations for Chairman.

Temporary Chairman Lieberman: May I have a nomination for Chairman?

Commissioner Richards: I nominate Sean Logan for Chairman.

Temporary Chairman Lieberman: Are there any other nominations?

Temporary Chairman Lieberman: Hearing none, may I have a motion to close the nominations?"

Commissioner Richards: I move to close the nominations.

Temporary Chairman Lieberman: May I have a second?

Commissioner Pratt: I second the motion.

Temporary Chairman Lieberman: Any discussion. Hearing none, I call for the vote.

Ms. Edmunds: We will now have a roll call vote for the election of Chairman.

Commissioner Deon
Commissioner Logan
Commissioner Lieberman

Commissioner Pratt
Commissioner Richards

Ms. Edmunds: The vote is unanimous. Commissioner Logan has been elected Chairman.

Ms. Edmunds: The newly elected Chairman will now accept nominations for the following offices:

Vice Chairman
Secretary Treasurer
Assistant Secretary Treasurer
Assistant Secretary Treasurer

Chairman Logan: May I have nominations for Vice Chairman.

Commissioner Richards: I nominate Bill Lieberman for Vice Chairman.

Chairman Logan: Are there any other nominations for Vice Chairman?

Chairman Logan: Hearing none, may I have nominations for Secretary Treasurer.

Commissioner Richards: I nominate Pat Deon for Secretary Treasurer.

Chairman Logan: Are there any other nominations for Secretary Treasurer?

Chairman Logan: Hearing none, may I have nominations for Assistant Secretary Treasurer.

Commissioner Richards: I nominate Ann Louise Edmunds and Jeffrey Naugle for Assistant Secretary Treasurer.

Chairman Logan: Are there any other nominations for Assistant Secretary Treasurer?

Chairman Logan: Hearing none, may I have motion to close the nominations.

Commissioner Richards: I move to close the nominations.

Chairman Logan: May I have a second?

Commissioner Pratt: I second the motion.

Chairman Logan: Any discussion, Hearing none, I call for the vote. All those in favor of closing the nominations said I, opposed?

Chairman Logan: Motion carries.

Ms. Edmunds: We will now have a roll call vote for the election of the nominated slate of officers.

Commissioner Deon
Commissioner Logan
Commissioner Lieberman
Commissioner Pratt
Commissioner Richards

Ms. Edmunds: The vote is unanimous. The Commission reorganization is complete. For the record:

Sean Logan has been elected Chairman

Bill Lieberman has been elected Vice Chairman

Pat Deon has been elected Secretary Treasurer

Ann Louise Edmunds and Jeffrey Naugle have been elected Assistant Secretary Treasurer's

Congratulations. We will now proceed with the Formal Agenda

Chairman Logan commented on the superb PTC employees, welcomed the Acting Secretary to the Commission and thanked Commissioner Lieberman for all of his work as Chairman.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held January 6, 2015 be approved and filed as submitted-was made by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



COMMUNICATIONS

Motion-That the Commission approves the memos received from the Chief Counsel and the Director of Procurement & Logistics -was made by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



PERSONNEL

Motion-That the Commission approves the Personnel as amended-was made by Commissioner Pratt, seconded by Commissioner Deon, and passed unanimously.



NEW BUSINESS

POLICY LETTER

Motion-That the Commission adopts revisions to Policy Letter 3.10, Code of Conduct, to be consistent with Commonwealth's Executive Order 2015-01 regarding the acceptance of gifts-was approved by Commissioner Lieberman, seconded by Commissioner Deon; and passed unanimously.

Chairman Logan noted that this is a very important item and this was the first action of Governor Wolf to institute a zero gift acceptance for more accountability. The Commission will be following the new Executive Order 2015-01; Mark Compton spoke to the procedure that will be instituted to ensure the employees of the Commission will follow this Executive Order and PTC Policy.



AGREEMENTS

Motion- Approve the negotiation and execution of the Agreements, Amendments and a Supplement for the items listed in memos "a-f" and "h-l"

- a. Agreement with the South Central Task Force (SCTF) Facility Vulnerability Assessment Team to perform a facility vulnerability assessment of selected Commission facilities;
- b. Interagency Agreement with the Pennsylvania Department of Transportation to specify and delineate the responsibilities of both Agencies at every Turnpike Interchange;
- c. Reimbursement Agreement with Homewood Borough to reimburse the Borough the cost of the installation of a metal railing along the Homewood Borough Pedestrian ramp as part of the railroad bridge replacement project at MP 12.63; at a not-to-exceed amount of \$5,000.00;
- d. Amendments to our agreements with Turley Truck Service, EVB Service Center and Rob's Automotive & Collision Center, Inc. for authorized service provider services; exercising the option to renew their agreements for an additional five (5) years;
- e. Settlement Agreement and Release in the case, PTC v. Stowe Leasing; and authorize the settlement amount;
- f. Settlement Agreement and Release in the case, PTC v. Tropiano Transportation Services, Inc., Tropiano Airport Shuttle, Inc. and Tropiano Bus Company, LLC; and authorize the settlement amount;
- h. Reimbursement Agreement with Norfolk Southern Railroad to reimburse the railroad the cost to perform the required engineering and protective services work necessary for the replacement of Bridge WB-509 at MP 65.80; at a not-to-exceed amount of \$250,000.00;

- i. Increase the not-to-exceed amount for the Bedford Township Municipal Authority facility relocation work necessary for the North and South Midway Service Plazas, increasing the not-to-exceed amount from \$289,890.00 to 379,540.83;
- j. Reimbursement Agreement with Norfolk Southern Railroad to reimburse the railroad the cost to perform the required engineering and protective services work necessary for the repairs of Bridge EB-117 at MP 238.09; at a not-to-exceed amount of \$250,000.00;
- k. Amendment to our agreement with The Bank of New York Mellon Trust Company N.A. for trustee services, exercising our option to renew the agreement for an additional year; at an approximate cost of \$45,000.00;
- l. Settlement Agreement and Release in the case PTC v. J. Spinelli & Sons, Inc.; and authorize the settlement amount.

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

Motion-That the Commission approves the negotiation and execution of the Amendment for the item listed in memos "g":

- g. Amendment to our agreement with Highmark for medical coverage, to offer the plan to our supplemental employees that would meet the affordability requirements of the Employer Shared Responsibility Provision of the Affordable Care Act;

-was made by Commissioner Deon, seconded by Commissioner Richards; Commissioners Lieberman and Pratt abstained.

VICE CHAIRMAN LIEBERMAN: I abstain on this item because I have a business relationship with Highmark.

COMMISSIONER PRATT: I abstain on this item because they are a client of my firm.

The motion passed.



RIGHT-OF-WAY REQUESTS

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

- a. Approve the plans entitled, "Drawings for Authorizing Acquisition of Right-of-Way for Roadway and Bridge Construction on Township Route 382 (Nissley Drive) in Dauphin County from Station 13+23.88 to Station 24+41.31 for Township Route 382 (Nissley Drive), Length 1,117.43 FT, 0.212 MI, and from Station 124+36.45 to Station 125+50.00 for Township Route 382 (Nissley Drive North), Length 113.55 FT, 0.022 MI; Contract No. T-248.19S001-3-02"; as prepared by the Engineering Department for the roadway and bridge construction on Township Route 382 (Nissley Drive);

- b. Approve the plans entitled, "Drawings for Establishing and Re-Establishing Limited Access Highway and Authorizing Acquisition of Right-of-Way for Pennsylvania Turnpike, I-76, M.P. 42.99 to 43.37 from Station 750+26.15 to Station 770+01.38, Length 1,975.23 FT, 0.374 MI. and Acquisition of Right-of-Way for SR 1013 (Saxonburg Blvd.) from Station 14+73.18 to Station 27+50.00, Length 1,276.82 FT, 0.242 MI; WBS No. T-040.00T001-3-07"; as prepared by the Engineering Department;
- c. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #14206-H (Pasquale D. & Rosanna Quattrocchi), a partial take parcel necessary for the total reconstruction project from MP 40.00 to MP 48.00; authorize payment of Estimated Just Compensation in the amount of \$30,100.00 to Hollinshead, Mendelson, Bresnahan & Nixon, P.C., escrow agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- d. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #12035-RA-2 (Gustave & Wanda D. Blum), a total take parcel necessary for the Beaver River Bridge reconstruction project; authorize payment of Estimated Just Compensation in the amount of \$500.00 to Babst Calland, Escrow Agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- e. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #12027-B (John W. Nippert), a total take parcel necessary for the Beaver River Bridge reconstruction project; authorize payment of Estimated Just Compensation in the amount of \$500.00 to Babst Calland, Escrow Agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- f. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #12028-A (Ida V. Freed, Trustee for Herbert and Iva Bae White), a total take parcel necessary for the Beaver River Bridge reconstruction project; authorize payment of Estimated Just Compensation in the amount of \$500.00 to Babst Calland, Escrow Agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- g. Temporary Construction Easement for Right-of-Way #12035-F3 (The County of Beaver, Beaver County Commissioners), a partial take parcel necessary for the Beaver River Bridge reconstruction project by authorize payment fair market value of \$500.00 to The County of Beaver; authorize the appropriate Commission officials to execute the Temporary Construction Easement Agreement and other documents as 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 Temporary Construction Easement Agreement as prepared by the Legal Department;
- h. Declaration of Restrictive Covenants for Right-of-Way #14206-N (Jim Meinert Landscaping, Inc. d/b/a JML Landscape Management), a partial take parcel necessary for total reconstruction project from MP 40.00 to MP 48.00; and authorize the appropriate Commission officials to execute the required Declaration of Restrictive Covenants as prepared by the Legal Department;

- i. Acquisition of Right-of-Way #2107-B (Steven C. and Brenda J. Claycomb), a partial take parcel necessary for the total reconstruction project from MP 149.00 to MP 155.00 by authorizing payment of fair market value and pro-rated taxes of \$13,905.50 to Steven C. & Brenda J. Claycomb; 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 Administer and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon delivery of a deed as prepared by the Legal Department;
- j. Acquisition of Right-of-Way #2117-E (Abby J. Davis), a partial take parcel necessary for the total reconstruction project from MP 149.00 to MP 155.00 by authorizing payment of fair market value and pro-rated taxes of \$7,511.00 to Abby J. Davis; 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 Administer and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon delivery of a deed as prepared by the Legal Department;
- k. Acquisition of Right-of-Way #1012-A (Kelly Bruce Shaulis), a partial take parcel necessary for the total reconstruction project from MP 99.00 to MP 109.00 by authorizing payment of fair market value and pro-rated taxes of \$2,230.00 to Kelly Bruce Shaulis; 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 Administer and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon delivery of a deed as prepared by the Legal Department;
- l. Acquisition of Right-of-Way #1011-B (Alan M. Shaulis), a partial take parcel necessary for the total reconstruction project from MP 99.00 to MP 109.00 by authorizing payment of fair market value and pro-rated taxes of \$3,346.50 to Alan M. Shaulis; 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 Administer and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon delivery of a deed as prepared by the Legal Department;
- m. Declaration of Restrictive Covenants for Right-of-Way #14207-A (Thomas K. Eichenlaub), a total take parcel necessary for total reconstruction project from MP 40.00 to MP 48.00; and authorize the appropriate Commission officials to execute the required Declaration of Restrictive Covenants as prepared by the Legal Department.

-were approved by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



ADVERTISING

Motion-That the Commission approves advertising for the items listed in memos "a" through "d":

- a. Contract #T-319.00T001-3-07 for the construction of an earth berm at the Valley Forge Service Plaza at MP 324.60;
- b. Vendor to provide Employee Assistance Program (TEAP) services to Commission employees and their eligible dependents;
- c. Two (2) engineering or construction management firms to perform open-end construction inspection services between MP 247.00 and MP 359.00;
- d. Attestation of retiree prescription drug coverage.

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



AWARD OF BIDS, REASSIGNMENT, CHANGE ORDERS AND ISSUANCE OF 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" and "c":

- a. Six (6) REACT 350 wide system attenuating devices, with MH Corbin, Inc.; at a total award of \$266,262.00;
- c. Change Orders for Herbicides (February 1, 2014 – April 30, 2015) necessary for Spring 2015 treatments, utilizing the Commonwealths contracts:

Arborchem Products Co.	\$ 85,000.00
Crop Production Services	80,000.00
Helena Chemical Co.	500.00
Alligare LLC	<u>500.00</u>
TOTAL CHANGE ORDER:	\$166,000.00

-were approved by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.

Motion-Approve the Reassignment of an Award and the Issuance of a Purchase Order for the item listed in memo "c":

- b. Reassignment of forty-four (44) tandem axle dump trucks awarded to Mack Trucks, Inc. (May 6, 2014; item F-5a) to reassign the award to Legacy Truck Center, Inc. (the authorized Mack Dealer filling the order) at the request of Mack Trucks; the total award was \$10,162,152.00;

-was made by Commissioner Deon, seconded by Commissioner Richards; Commissioner Pratt abstained.

COMMISSIONER PRATT: I abstain on this item because Mack Trucks is a client of my firm.
The motion passed.



AWARD OF CONTRACTS

Motion-That the Commission approves Award of a Contract for the items listed in memos “a, b, d & e”:

- a. Contract #EN-00149-03-03 for roadway and miscellaneous repairs between MP 241.87 and MP 298.33, to the lowest responsive and responsible bidder, Hempt Bros., Inc.; at a not-to-exceed amount of \$1,000,000.00;
- b. Contract #EN-00149-03-04 for roadway and miscellaneous repairs between MP A20.00 and MP A130.30, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$3,000,000.00;
- d. Contract #EN-00149-03-06 for roadway and miscellaneous repairs between MP 179.44 and MP 241.87, to the lowest responsive and responsible bidder, Hempt Bros., Inc.; at a not-to-exceed amount of \$1,000,000.00;
- e. Contract #EN-00149-03-07 for roadway and miscellaneous repairs between MP 298.33 and MP 358.11, to the lowest responsive and responsible bidder, Road-Con, Inc.; at a not-to-exceed amount of \$2,000,000.00.

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

Motion-That the Commission approves the Award of a Contract for the items listed in memo “c”:

- c. Contract #EN-00149-03-05 for roadway and miscellaneous repairs between MP 0.00 and MP 75.39, Toll I-376, Turnpike 66 and Turnpike 43, to the lowest responsive and responsible bidder, Lindy Paving, Inc.; at a not-to-exceed amount of \$1,500,000.00;

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

VICE CHAIRMAN LIEBERMAN: I abstain on this item because Lindy Paving is a client.
The motion passed.



CHANGE ORDERS AND FINAL PAYMENT

Motion-That the Commission approves the Change Orders and Final Payments for the items listed in memos “a” and “b”:

- a. Change Order #10 and Final Payment for Contract #T-342.75S001-3-02 for the replacement of Bridge DB-155 at MP 342.75 with Loftus Construction Inc., for a decrease of \$166,496.14 to balance items to actual work completed, changes for temporary median reconstruction, disposal of contaminated soil, changes to concrete barrier installation to meeting PennDOT's Standard Drawings, and temporary supporting for pier caps 1 & 2 during construction of Stage 4; for a final contract value of \$12,848,406.56 and final amount due to the contractor of \$137,164.21;
- b. Change Order #3 and Final Payment for Contract #T-236.00R001-3-02 for bituminous overlay between MP 236.39 and MP 241.97, for a decrease of \$1,061,573.81 to balance items to actual work completed; for a final contract value of \$6,566,346.99 and final amount due to the contractor of \$356,689.66.

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



PAYMENT

Motion-That the Commission approves payment of the Employee Liability Self-Insurance Program (ELSIP) invoice from the PA Department of General Services, which represents the annual premium due for the period July 1, 2014 to June 30, 2015, in the amount of \$57,397.00-was made by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



BOND RESOLUTIONS

Motion-That the Commission approves the issuance of 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 \$560,000,000 (based on par amount) in one or more series or subseries, 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 or 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 portion of certain outstanding Turnpike Revenue Bonds, in each case including funding necessary reserves and capitalized interest; 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 credit facilities 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 escrow deposit agreements; and (10) any other necessary or appropriate documents

or certificates; providing for the appointment of one or more co-bond counsels, and providing for the appointment of one or more underwriters and/or other professionals; and making a declaration of official intent that the Commission be reimbursed from bond proceeds for certain expenditures paid prior to the issuance of such bonds; authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;

- b. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's Subordinate Revenue Bonds, including bond anticipation notes, in one or more series or sub-series, fixed rate or variable rate, taxable or tax-exempt, in an aggregate initial principal amount not to exceed \$250,000,000, to finance or refinance the costs of (a) making lease, grant or other payments to the Pennsylvania Department of Transportation in accordance with Act 44 and Act 89, (b) refunding any bond anticipation notes or other short-term indebtedness previously issued by the Pennsylvania Turnpike Commission for the foregoing purposes, (c) reimbursing the Pennsylvania Turnpike Commission for payments previously made to the Pennsylvania Department of Transportation in accordance with Act 44 and Act 89, (d) any debt service reserve or similar funds, credit facility costs or capitalized interest related to such bonds, and (e) issuance of such bonds; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures, (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 remarketing agreements, (6) one or more continuing disclosure agreements, (7) one or more escrow deposit agreements, and (8) any other necessary or appropriate documents or certificates; authorizing the acquisition of one or more credit facilities and the execution and delivery of any related agreements; authorizing the taking of further action; repealing inconsistent resolutions; appointing co-bond counsel and providing for the appointment of one or more underwriters and remarketing agents; declaring the Pennsylvania Turnpike Commission's official intent that it be reimbursed from bond proceeds for certain expenditures paid prior to the issuance of such bonds; and declaring that this resolution shall be liberally construed.

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



PSPC

Motion-That the Commission approves the award of services and authorizes the negotiation and execution of an agreement with the selected firm for the items listed in memos "a" through "c":

- a. RFP #4915, Property appraisal services; the highly recommended firms in alphabetical order:
- American Appraisal Associates, Inc.-AWARDED

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

- b. Ref #5-098, Right-of-Way Acquisition Services for the total reconstruction project from MP A31.00 to MP A38.00; the highly recommended firms in alphabetical order:
- Keystone Acquisition Services, Inc.-AWARDED
 - Interstate Acquisition Services
 - Century Engineering, Inc.

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

c. Ref #E-059, Right-of-Way Acquisition Services for the Southern Beltway, US 22 to I-79; the highly recommended firms in alphabetical order:

- Orion Land Services, Inc.-AWARDED
- Keystone Acquisition Services, Inc.-AWARDED
- Interstate Acquisition Services

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



POOLS

Motion-That the Commission approves amending a pool and establishing a pool for the items listed in memos "a" and "b":

- a. Amending the pool of qualified bond counsel for bond, special, underwriters and disclosure counsel services to include Stradley Ronan Stevens & Young, LLP to the qualified pool;
- b. Establishing a pool from which Real Estate Brokers/Agents will be selected to provide residential and commercial real estate services; and approval to include the selected qualified firms in the pool.

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



ITEM ADDED TO THE FORMAL AGENDA

POLICY LETTER

Motion-That the Commission approves revisions to Policy Letter 2.5, Personal Leave, to clarify appropriate personal leave usage and reduce the approval levels in order to better monitor usage-was made by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



NEXT COMMISSION MEETING

Ms. Edmunds: The next meeting of the Pennsylvania Turnpike Commission will be a telephone meeting on Tuesday, February 3, 2015 beginning at 10:00 am.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned in honor of Barry Schoch was made at 12:28 p.m.-was made by Commissioner Pratt, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

Ann Louise Edmunds
Assistant Secretary Treasurer

APPROVED BY:

Pasquale T. Deon, Sr.
Secretary Treasurer

ATTACHMENT

Memo received from the Chief Counsel and the Director of Procurement & Logistics