

MINUTES OF THE COMMISSION MEETING HELD FEBRUARY 20, 2013

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:23 a.m., February 20, 2013 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., Commissioner and Barry J. Schoch, P.E., Secretary of Transportation.. Available via the phone was J. William Lincoln, Secretary Treasurer.

Other present for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Larry Bankert, Chief Engineer, Michael Baker, Jr., Inc.; Robert F. Brady, Director of Operations/Projects-East; William J. Capone, Director of Communications/Public Relations; Scott Fairholm, Chief Information Officer; Todd S. Garrison, Director of Maintenance; Nikolaus Grieshaber, Chief Financial Officer; Bradley J. Heigel, P.E., Chief Engineer; Jeffrey L. Hess, Director of Fare Collection and Field Operations; Doreen 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 Michael D. Begler, Director of Operations Review; Susan Carson-Casoni, Cash Manager; John Christensen, Director of Facilities & Energy Management Operations; Renee Colborn, Manager of Media and Public Relations; Kelly Decker, General Litigation & Construction Counsel; Carl Defebo, Jr., Director of Public Relations & Marketing; Donald S. Klingensmith, P.E., Director of Contracts Administration; Donna Lapano, Executive Office Assistant; Anthony Q. Maun-Asst. CFO/Accounting & Budgeting; Wanda Metzger, Contracts Supervisor; Kurt E. Montz-Asst. Chief Compliance Officer; Gina Murray, Engineering Contracts Supervisor; Jeffrey A. Naugle, Manager of Treasury Operations; Robert H. Rosell, Technician of PC/LAN Systems; Catherine L. Sabo-Accounting Manager; Brenda Szeles-Bratina-Director of Toll Revenue Audit; Pat Kirk, Zelenkofske Axelrod; Corey Troutman, Zelenkofske Axelrod; Kim Stank, Zelenkofske Axelrod; Eric Madden, ACEC/PA; Steve Bolt, Orth-Rodgers & Assoc.; Pat Dougherty, Arora and Associates; Paul McNamee, KCI Technologies; David Snively, Jr., Greenman-Pedersen, Inc.; Steve Barber, Michael Baker, Jr., Inc.; Vince Valovage, Erdman Anthony; Joe O'Neil, WBCM; Glenn Deppert, Arora and Associates; Blair Stocker, Match Mott MacDonald; Jay Roth, Jacobs; Jon Livingston, Jacobs; Dean Kohr, Atkins; Tom Rowader, Dawood; David A Russell, IPS; John Kopcsik, Stradley Ronon; John Kurgan, Michael Baker, Jr., Inc. and Rick Welsh, Wells Fargo Bank.

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

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

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SUNSHINE ANNOUNCEMENT

MS. EDMUNDS: THE COMMISSIONERS MET IN EXECUTIVE SESSION PRIOR TO TODAY'S FORMAL AGENDA SESSION TO CONSIDER MATTERS OF PERSONNEL, WHICH INCLUDED A TERMINATION, EQUITY ADJUSTMENT, EQUITY INCENTIVE, ANNUITANT, PROMOTIONS, TRANSFERS, VACANCIES, NEW HIRES, AND REQUESTS TO ABOLISH; TO CREATE AND FILL; AND TO POST AND FILL POSITIONS IN THE LEGAL AND FARE COLLECTION DEPARTMENTS.

THE COMMISSIONERS ALSO ENGAGED IN NON-DELIBERATIVE INFORMATIONAL DISCUSSIONS REGARDING VARIOUS ACTIONS AND MATTERS, WHICH HAVE BEEN APPROVED AT PREVIOUS PUBLIC MEETINGS.

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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, EFFICIENT, EFFECTIVE AND DIGNIFIED MEETING, ALL PERSONS WISHING TO ADDRESS THE COMMISSION SHOULD HAVE SIGNED IN AND REQUESTED TIME TO SPEAK. IF YOU HAVE NOT DONE SO, YOU ARE INVITED TO DO SO.

COMMISSIONERS, WE HAVE NO REQUESTS TO ADDRESS THE COMMISSION. AT THIS TIME WE ASK ALL VISITORS TO STAND AND INTRODUCE YOURSELF. THE FOLLOWING WERE VISTORS TO THE MEETING:

Pat Kirk, Zelenkofske Axelrod; Corey Troutman, Zelenkofske Axelrod; Kim Stank, Zelenkofske Axelrod; Eric Madden, ACEC/PA; Steve Bolt, Orth-Rodgers & Assoc.; Pat Dougherty, Arora and Associates; Paul McNamee, KCI Technologies; David Snively, Jr., Greenman-Pedersen, Inc.; Steve Barber, Michael Baker, Jr., Inc.; Vince Valovage, Erdman Anthony; Joe O'Neil, WBCM; Glenn Deppert, Arora and Associates; Blair Stocker, Match Mott MacDonald; Jay Roth, Jacobs; Jon Livingston, Jacobs; Dean Kohr, Atkins; Tom Rowader, Dawood; David A Russell, IPS; John Kopcsik, Stradley Ronon; John Kurgan, Michael Baker, Jr., Inc. and Rick Welsh, Wells Fargo Bank.

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MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held January 29, 2013 be approved and filed as submitted-was made by Commissioner Deon, seconded by Commissioner Pratt; and passed unanimously.

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COMMUNICATIONS

Motion-That the Commission accepts and files the memos received from the Chief Counsel and the Manager of Strategic Sourcing and Asset Management-was made by Commissioner Deon, seconded by Commissioner Pratt; and passed unanimously.

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PERSONNEL

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

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NEW BUSINESS

CHANGE ORDERS/FINAL PAYMENTS

Motion-That the Commission approves the Change Orders/Final Payments for the items listed in memos "a" through "d":

- a. Change Order #1 and Final Payment for Contract #T-311.93R001-3-02 with Highway Materials, Inc. for bituminous overlay at the Downingtown Interchange ramps, for an additional \$3,300.28 necessary for normal quantity adjustments to balance items to actual work completed and additional changes for erosion control, drainage, pavement markings and asphalt; for a final contract value of \$1,450,334.14 and a final amount due to the contractor of \$152,263.76;
- b. Change Order #4 and Final Payment for Contract #T-031.20T003-3 with Beech Construction, Inc. for design/build for the replacement of Bridge WB-410 at MP 34.68 and the reconstruction of SR 4031, for a decrease of \$36,655.28 as a credit for eliminating the articulating block slope protection; for a final contract value of \$3,577,247.56 and a final amount due to the contractor of \$3,344.72;
- c. Change Order #1 and Final Payment for Contract #EN-00116-03-04 with J.P.S. Construction Co., Inc. for additional bridge repairs to structural concrete between MP 236.22 and MP 358.11, for an additional \$362,207.25; for a final contract value of \$1,362,207.25 and a final amount due to the contractor of \$382,207.25;
- d. Change Order #4 and Final Payment for Contract #A-020.00T002-3-04 with James D. Morrissey for wetland mitigation at Norristown Farm Park, for a decrease of \$18,320.00 necessary for normal quantity adjustments to balance items to actual work completed; for a final contract value of \$1,497,653.38 and a final amount due to the contractor of \$29,953.07.

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

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AGREEMENTS

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

- a. Reimbursement Agreement with Verizon to reimburse Verizon for the facility relocation necessary for the replacement of Bridge WB-427 at MP 42.65; at a not-to-exceed amount of \$40,000.00;
- b. Reimbursement Agreement with Big Beaver Municipal Authority for the Authority to reimburse the Commission the costs associated with the relocation of a sewer main as part of the replacement of Bridges WB-207 and WB-208;
- c. Easement Agreement and related documents with M3-Appalachia Gathering LLC (M3) to permit M3 to construct an eight inch natural gas line at MP M40.80 northbound in exchange for payment of \$2,750.00 from M3;
- d. Amendment to our agreement with IBM for disaster recovery services, to extend the terms of the agreement for an additional six-months to set up and test the computer hardware and systems at our newly constructed disaster recovery space at the WRO and to transition the services to the Commission;
- e. Amendment to our agreement with State Farm Insurance Company for the Turnpike Roadway Information Program (TRIP), exercising our option to renew the agreement for an additional year (March 2, 2013-March 2, 2014).

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

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RIGHT-OF-WAY REQUEST

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

- a. Agreement with Big Knob Volunteer Fire Department, for the Fire Department to utilize dwellings (Right-of-Way #12067-RE1 and R/W #12067-R2) the Commission obtained (for the replacement of Bridge WB-228) for state required training exercises; authorize the appropriate commission officials to execute the agreements as prepared and approved by the Legal Department;
- b. Settlement of a partial take parcel of property owned by the Township of Bristol necessary for the I-95 Interchange project, by authorizing settlement payment in the amount of \$60,000.00 to The Township of Bristol; authorize the appropriate Commission officials to execute the agreement of sale, and other documents as may be required for closing; and payment of the fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department;
- c. Acquisition of Right-of-Way #14115, a partial take parcel, necessary for construction of the Southern Beltway, by authorizing payment of fair market value, pro-rated taxes and recording fees, in the amount of \$22,353.00 to Nathan Zarichnak and Associates, LLC, escrow agent; authorize the appropriate Commission officials to execute the agreement of sale 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 their delivery of a deed as prepared by the Legal Department;

- d. Acquisition of Right-of-Way #17533, a partial take parcel, necessary for construction of the Southern Beltway, by authorizing payment of fair market value, pro-rated taxes and recording fees, in the amount of \$17,726.13 to Karen Coon & Company, escrow agent; authorize the appropriate Commission officials to execute the agreement of sale 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 their delivery of a deed as prepared by the Legal Department;
- e. Acquisition of Right-of-Way #17534, a partial take parcel necessary for construction of the Southern Beltway, by authorizing payment of fair market value, pro-rated taxes and recording fees, in the amount of \$22,397.50 to Karen Coon & Company, escrow agent; authorize payment of Section 710 damages in the amount of \$3,000.00 to Christian D. and Nancy A. Clark; authorize the appropriate Commission officials to execute the agreement of sale 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 their delivery of a deed as prepared by the Legal Department;
- f. Approve the plans entitled, "Drawings Authorizing and Reauthorizing Acquisition of Right-of-Way for Replacement of Bridges NB-531 and NB-534, Contract No. A-076.09S001-3-02 from Milepost A-075.29 to Milepost A-077.98 in Carbon County, Pennsylvania", as prepared by the Engineering Department for the replacement of Bridges NB-531 and NB-534.

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

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ADVERTISING

Motion-That the Commission approves advertising for two (2) open-end drilling services contracts systemwide -was made by Commissioner Pratt, seconded by Commissioner Deon; and passed unanimously.

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AWARD OF BIDS AND ISSUANCE OF PURCHASE ORDERS

Motion-That the Commission approves the Award of Bids and the Issuance of Purchase Orders for the items listed in memos "a" through "f":

- a. Senior SAP Basis Administrator (IT staff augmentation) from February 18, 2013- June 30, 2013, utilizing the Commonwealth's contract with Computer Aid, Inc.; at a total award of \$335,000.00;
- b. Parts washer and service contract (February 2013-January 2018), to the lowest responsive and responsible bidder Safety Kleen; at a total award of \$140,000.00;

- c. IT assessment and benchmarking services, utilizing the Commonwealth's contract with Gartner, Inc.; at a total award of \$299,730.00;
- d. Video collaboration network infrastructure, utilizing the Commonwealth's contract with ePlus; at a total award of \$669,818.94;
- e. Vehicle lift for Somerset Maintenance, utilizing the Commonwealth's contract with Steril-Koni USA, Inc.; at a total award of \$110,142.00;
- f. CPU upgrade and increase in storage capacity, utilizing the Commonwealth's contract with Plan B Technologies, Inc.; at a total award of \$999,232.39.

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

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AWARD OF CONTRACTS

Motion- That the Commission approves the Award of a Contract for the item listed in memo "a":

- a. Contract #A-031.00T001-3-02 for the replacement of Bridge EB-155 at MP A31.73, to the lowest responsive and responsible bidder, Allan A. Myers, LP; at a not-to-exceed amount of \$4,200,000.00 and a contingency of \$150,000.00;

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

VICE CHAIRMAN PRATT: MR CHAIRMAN, I ABSTAIN ON THIS ITEM BECAUSE THE VENDOR IS A CLIENT OF MY FIRM.

The motion passed.

Motion- That the Commission approves the Award of a Contract for the item listed in memo "b":

- b. Contract #T-014.96S001-3-02 for the rehabilitation of five bridges between MP 14.96 and MP 19.67, to the lowest responsive and responsible bidder, Hercules Painting Company, Inc.; at a not-to-exceed amount of \$2,119,493.55 and a contingency of \$100,000.00.

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

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SUPPLEMENTAL AGREEMENT

Motion-That the Commission approves Supplemental #1 with MS Consultants, Inc. for post EIS services during final design of the Southern Beltway, for an additional \$1,300,000.00, for other EIS services to support the final design-was made by Commissioner Deon, seconded by Commissioner Pratt; and passed unanimously.

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PSPC AWARDS

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

- a. Ref #3-241. Open-end environmental services, systemwide; at a not-to-exceed amount of \$750,000.00 and a term of 4-years:
- Skelly and Loy, Inc.-AWARDED
 - KCI Technologies, Inc.
 - A.D. Marble & Company

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

- b. Ref #5-083. Preliminary and final design for the replacement of Bridge NB-709 at MP A120.68; at a not-to-exceed amount of \$1,300,000.00 and a term of 3-years:
- Prime Engineering, Inc.-AWARDED
 - Whitney, Bailey, Cox & Magnani, LLC
 - Pickering, Corts & Summerson

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

- c. RFP #3825. Swap Advisory services:
- Mohanty Garguilo LLC-AWARDED
 - PFM Asset Management

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

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NEXT COMMISSION MEETING

Ms. Edmunds: The next meeting of The Pennsylvania Turnpike Commission will be a telephone meeting on Tuesday, March 5, 2013 beginning at 10:00 am.

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ADJOURNMENT

Motion-That this meeting of The Pennsylvania Turnpike Commission be adjourned at 11:35 a.m.
-was made by Commissioner Pratt, seconded by Commissioner Deon; and passed unanimously.

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PREPARED BY:

APPROVED BY:

Ann Louise Edmunds
Assistant Secretary Treasurer

J. William Lincoln
Secretary Treasurer

ATTACHMENT NUMBER 1

COMMUNICATIONS: MEMOS RECEIVED FROM THE CHIEF COUNSEL AND
MANAGER OF STRATEGIC SOURCING AND ASSET MANAGEMENT