

MINUTES OF THE COMMISSION MEETING HELD MARCH 3, 2020

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 10:31 a.m. on Tuesday, March 3, 2020 at the Central Office located in Highspire, Pennsylvania. Available via telephone for the meeting were Yassmin Gramian, P.E., Chair; William K. Lieberman, Vice Chair; John Wozniak, Secretary Treasurer and Pasquale T. Deon Sr., Commissioner.

Also in attendance for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Larry Bankert, Michael Baker Int'l.; Robert F. Brady, Director of Operations/Projects-East; Carl E. DeFebo, Jr., Director of Public Relations & Marketing; Charles L. Duncan III, Esquire, Director of Legislative Affairs; Nikolaus Grieshaber, Chief Financial Officer; Bradley J. Heigel, P.E., Chief Engineer; Doreen McCall, Chief Counsel; Ray Morrow, Chief Compliance Officer; Myneca Y. Ojo, Director of Diversity and Inclusion; Robert Taylor, Chief Technology Officer and Ann Louise Edwards, Assistant Secretary Treasurer.

Others present were Richard C. Dreher, Asst. CFO/Financial Management; Kelly Horvath, Executive Administrative Assistant; Donald S. Klingensmith, P.E., Director of Procurement & Logistics; Shawn Laudenslager, End User Support Supervisor; Gina Murray, Senior Procurement Specialist; Jeff Naugle, Manager of Treasury Operations; Cindy Smith, ETC Customer Service Operations Analyst; Paul McNamee, KCI; Steve Barber, Michael Baker Int'l; Dave Azzato, TPD; Tom Owad, Rock the Capital; Brian Kimmett, Rock the Capital; Derek Rogers, RIG; Eric Madden, JMT; Mike Gross, Wallace Montgomery; Tom Rowader, GPI; Patricia Zabinski, Prime AE; Joe Warino, Prime AE; John Caperilla, CEG; and Mike Houser, Markosky.



Mrs. Edwards 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.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda Session to consider matters of personnel, which included promotions, terminations, equity adjustment, new hires, reclassifications and vacancies.

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



PUBLIC COMMENT

Mrs. Edwards: The public is welcome to address the Commission regarding items listed on the Agenda or other items not listed on the Agenda that are within the Commission's authority or control. In order to conduct an orderly and effective meeting, all persons wishing to address the Commission should have 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.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held February 18, 2020 be approved and filed as submitted-was made by Commissioner Lieberman, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATIONS

Motion-That the Commission approves the memo received from the Chief Counsel -was made by Commissioner Lieberman, seconded by Commissioner Deon, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



NEW BUSINESS

POOL FOR PROGRAMMATIC MITIGATION

Motion-That the Commission approves the establishment of a pool of qualified firms from which sponsors will be selected to provide Programmatic Mitigation Services for unavoidable impacts to natural and environmental resources caused by construction activities (the ITQ was issued on December 4, 2019 and six qualified sponsors responded); and approval for inclusion of the six qualified sponsors in the pool:

- AllStar Ecology, LLC
- BlueAcres, LLC
- First PA Resource, LLC, a subsidiary of Resource Environmental Solutions, LLC
- Land Reclamation Group, LLC
- Magnolia Land Partners, LLC
- Restoration Systems, LLC

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



AGREEMENTS

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

- a. Settlement Agreement and Release with David Wolfe, and authorize issuance of the workers’ compensation settlement payment;
- b. Settlement Agreement and Release with Diann Irby, and authorize issuance of the workers’ compensation settlement payment.

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



RIGHT-OF-WAY REQUEST

Motion-That the Commission approves the Right-of-Way Requests for the items listed in memos “a” and “b”:

- a. Settlement of Right-of-Way #14008-G (Paul D. Kress, Jr.), a partial take parcel necessary for the total reconstruction from MP 28.00 to MP 31.00 by authorizing payment of \$12,200.00 representing settlement to Goldberg, Kamin & Garvin, LLP, escrow agent; also authorize payment of Section 710 damages up to \$4,000.00 and delay damages, if any, due under the Board of View Award;
- b. Acquisition of Right-of-Way #14S333 (Carolyn Grayson Chatlos and Erby H. Grayson, Jr., JTWRS), a total take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$76,163.32 representing fair market value, pro-rated taxes and recording fees to Closure Settlement LLC, escrow agent; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon the delivery of a deed as prepared by the Legal Department.

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



ADVERTISING

Motion-That the Commission approves advertising for attestation of retiree prescription drug coverage -was made by Commissioner Lieberman, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion-That the Commission approves the Change Order and Issue Purchase Orders for the items listed in memos "a" through "f":

- a. Qlik software licenses, training and maintenance utilizing the GSA Schedule 70 contract with Carahsoft Technology, Corp. to cover the addition of the Qlik Data Catalyst tool implementation and 3-year subscription; at a cost of \$395,300.00;
- b. Radio and IPICS system upgrade to CISCO Instant Connect 6.0.3 including implementation, start-up, and post-go-live support for 3 years; utilizing the Commonwealth's contract with ePlus Technology, Inc.; at a total award of \$298,481.98;
- c. Microsoft Enterprise software licensing and cloud services, utilizing the Commonwealth's contract with CDW Government LLC, for additional licenses and TruUp adjustments; at a cost of \$106,873.50;
- d. Glass beads, exercising the option to renew the agreement through February 2021 with Potters Industries, LLC; at a cost of \$150,000.00;
- e. Replacement of DC battery plant batteries (batteries at 23 locations have either reached end of life status or are nearing end of life status); utilizing the Commonwealth's contract with Industrial Battery & Services, Inc.; at a total award of \$408,027.27;
- f. Seventeen (17) dump trucks (single & tandem axle trucks), exercising the option to purchase additional trucks from Legacy Truck Centers, Inc.; at a total award of \$3,903,821.00.

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



AWARD OF CONTRACTS

Motion-That the Commission approves the Award of Contract #T-241.96S001-03-02 for the redecking of Bridge EB-203 at MP 241.96, to the lowest responsive and responsible bidder, Deblin, Inc.; at a not-to-exceed amount of \$2,714,502.21 and a contingency of \$100,000.00-was made by Commissioner Lieberman, seconded by Commissioner Deon, and passed unanimously.



BOND RESOLUTION

Motion-That the Commission approves the issuance of the Pennsylvania Turnpike Commission's variable rate Turnpike Revenue Refunding Bonds in an aggregate principal amount not to exceed \$250,000,000 (based on par amount) in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing the refunding of all or a portion of certain outstanding Turnpike Revenue Bonds, including the funding of necessary reserves; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures for the bonds; (2) one or more preliminary official statements or preliminary private placement memoranda; (3) one or more official statements or private placement memoranda; (4) one or more purchase contracts or private placement agreements; (5) agreements for the provision of one or more 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 bond counsel (Clark Hill) and disclosure counsel (McNees Wallace), and providing for the appointment of one or more underwriters (TD Securities) and/or other professionals (TD Bank); authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed-was made by Commission Deon, seconded by Commissioner Wozniak; Commissioner Lieberman abstain.

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

The motion passed.



SUPPLEMENT

Motion-That the Commission approves the negotiation and execution of Supplemental Agreement #3 with JMT, Inc. for design services for the total reconstruction project from MP 124.00 to MP 134.00, for an additional \$2,500,000.00 as the project was inactive for three (3) years, the Commission performed an in-depth analysis to improve the traffic control scheme, added a few miles of milling and paving, eliminated the stream and wetland mitigation site and updated all plans to current standards including roadway, bridge and stormwater management; for a revised not-to-exceed amount of \$26,500,000.00-was made by Commissioner Lieberman, seconded by Commissioner Deon, and passed unanimously.



PSPC AWARDS

Motion-That the Commission approves the award of services and authorize the negotiations and execution of an agreement with the selected firm(s) for the items listed in memos "a" and "b":

a. T00138/T00139, two (2) open-end construction inspection services-East:

- The Temple Group, Inc.-AWARDED
- Volkert, Inc.-AWARDED
- RIG Consulting, Inc.
- Urban Engineers, Inc.
- Stantec Consulting Services, Inc.

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

b. T00140, design services for the Bowmansville Maintenance Facility:

- STV Architects, Inc -AWARDED
- AE Works Ltd.
- Whiteman, Requardt and Associates, LLP

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



BOND RESOLUTION

Motion-That the Commission approves the issuance of the Pennsylvania Turnpike Commission's Turnpike Revenue Refunding Bonds and Turnpike Subordinate and Special Revenue Refunding Bonds in an aggregate principal amount not to exceed \$1,000,000,000 (based on par amount) in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing the refunding of all or a portion of certain outstanding Turnpike Revenue and Subordinate, including Special Revenue Bonds, including the funding of necessary reserves; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures for the bonds; (2) one or more preliminary official statements or preliminary private placement memoranda; (3) one or more official statements or private placement memoranda; (4) one or more purchase contracts or private placement agreements; (5) agreements for the provision of one or more 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 bond counsel (Squire Patton Boggs and Powell Law) and disclosure counsel (Dilworth Paxson), and providing for the appointment of underwriters (Siebert Williams Shank, Bank of America, Citigroup, FHN, Stifel and Stern Brothers) and/or other professionals; authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed-was made by Commissioner Lieberman, seconded by Commissioner Deon, and passed unanimously.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, March 17, 2020 beginning at 10:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 10:44 a.m. -was made by Commissioner Lieberman, seconded by Commissioner Deon, and passed unanimously.

