

PENNSYLVANIA TURNPIKE COMMISSION

HIGHSPIRE, PENNSYLVANIA

FORMAL MEETING

MARCH 19, 2013

10:00 A.M.

AGENDA

- A. Roll Call
Sunshine Announcement
Public Participation**
- B. Minutes-March 5, 2013**
- C. Communications-
Memo received from the Chief Counsel
Memo received from the Manager of Strategic Sourcing and Asset Management**
- D. Personnel**
- E. Unfinished Business**

F. NEW BUSINESS

- 1. Approve the Resolutions for the issuance of a Subordinate Revenue Bond and a Promissory Note for the items listed in memos “a” and “b”:**
 - a. Authorize the approval of the issuance of the Pennsylvania Turnpike Commission’s Subordinate Revenue Bonds, including Bond Anticipation Notes and Special Revenue Bonds, 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, (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, (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, (8) documents related to the pledge of motor license fund monies for Special Revenue Bonds and (9) 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;**
 - b. Authorize the issuance of one or more taxable or tax-exempt Promissory Notes of the Pennsylvania Turnpike Commission, in an aggregate principal amount not to exceed \$200,000,000, to finance the costs of the reconfiguration of the Pennsylvania Turnpike toll system and re-redirecting Interchange 95; authorizing the execution, delivery and distribution of the following: (1) a Loan Agreement, (2) one or more Promissory Notes, and (3) any other necessary or appropriate documents or certificates; declaring the Pennsylvania Turnpike Commission’s official intent that it be reimbursed from note proceeds for certain expenditures paid prior to the issuance of such notes; authorizing the taking of further action; repealing inconsistent resolutions; authorizing appointment of legal counsel; and declaring that this resolution shall be liberally construed.**
- 2. Approve the negotiation and execution of the Agreements and Amendments for the items listed in memos “a” through “d”:**
 - a. Reimbursement Agreement with Enterprise TE Products Pipeline for the Commission to reimburse Enterprise the costs associated with the relocation of their gas line necessary**

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- for the roadway widening project from MP 242.00 to MP 245.00; at a not-to-exceed amount of \$800,000.00;
- b. Agreement with Thomson Reuters to provide a secure web-based investigative interface for access to public records and related information; at a not-to-exceed amount of \$6,036.00 annually;
 - c. Amendment to our agreement with CSI for confidential investigative or audit services; to exercise our option to renew the agreement for an additional year;
 - d. Amendment to our agreement with SAP to purchase Linear Asset Management software and Syclo Mobile Work Force Management software at an additional not-to-exceed amount of \$1,100,000.00; and approve the software installation and implementation at an additional not-to-exceed amount of \$1,500,000.00.
3. Approve the Right-of-Way Requests for the items listed in memos “a” through “g”:
- a. Acquisition of Right-of-Way #14113, a partial take parcel necessary for construction of the Southern Beltway, by authorizing payment in the amount of \$87,969.36 representing fair market value, pro-rated taxes and recording fees to Nathan Zarichnak & 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;
 - b. Acquisition of Right-of-Way #14114, a partial take parcel necessary for construction of the Southern Beltway, by authorizing payment in the amount of \$131,484.36 representing fair market value, pro-rated taxes and recording fees to Nathan Zarichnak & 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;
 - c. Acquisition of Right-of-Way #17652, a total take parcel necessary for construction of the Southern Beltway, by authorizing payment in the amount of \$598,404.62 representing fair market value, pro-rated taxes and recording fees to Fayette Professional Services, Inc., 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;

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- b. Herbicides, extending the agreements for an additional 3-months (April 1, 2013-June 30, 2013) based on current Commonwealth contracts that were extended:

CWC Chemical, Inc.	no additional funds
Helena Chemical Co.	no additional funds
Arborchem Products Co.	\$ 40,000.00
Crop Production Services	<u>20,000.00</u>
TOTAL ADDITIONAL FUNDS:	\$ 60,000.00

- c. Three (3) rollers and three (3) trailers, utilizing the Commonwealth's contract with Cleveland Brothers; at a total award of \$127,290.00;
- d. Twenty-two (22) passenger vehicles, utilizing the Commonwealth's contract with Apple Automotive Group; at a total award of \$449,201.00.

6. Approve the Award of Contracts for the items listed in memos "a" through "c":

- a. Contract #T-122.00R001-3-02 for bituminous overlay between MP 121.82 and MP 128.93, to the lowest responsive and responsible bidder, New Enterprise Stone and Lime, Co., Inc.; at a not-to-exceed amount of \$5,483,986.55 and a contingency of \$250,000.00;
- b. Contract #T-129.00T001-3-04 for the replacement of Bridge B-404 at MP 130.86, to the lowest responsive and responsible bidder, New Enterprise Stone and Lime Co., Inc.; at a not-to-exceed amount of \$2,678,563.01 and a contingency of \$100,000.00;
- c. Contract #T-326.20T001-3-02 for construction of South Gulph Road stormwater management basin, to the lowest responsive and responsible bidder, Flyway Excavating, Inc.; at a not-to-exceed amount of \$1,169,603.40 and a contingency of \$50,000.00.

7. Approve Supplemental Agreement #1 with Ammann & Whitney, Inc. for open-end design services for the replacement of Bridge NB-531 at MP A76.09 and Bridge NB-534 at MP A76.18, for an additional \$500,000.00 to complete the final design, the design of a retaining wall that was not in the original scope, additional environmental design due to changes in the permitting requirements and to complete the bid documents for this project.

8. Approve the Change Order and Change Order/Final Payment for the items listed in memos "a" and "b":

- a. Change Order #4 and Final Payment for Contract #M-030.00R001-3-02 with Golden Eagle Construction for roadway reconstruction and resurfacing from MP M29.96 to MP M34.63 and from MP M39.82 to MP M44.70, for a decrease of \$1,303,436.18 to balance items to the actual work completed and a credit for non-compliant wearing course material; for a final contract value of \$6,163,100.17 and a final amount due to the contractor of \$14,700.57;

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- b. Change Order #4 for Contract #T-342.75S001-3-02 with Loftus Construction Inc. for the replacement of Bridge DB-155 at MP 342.75, for an additional \$303,197.21 for the proper disposal of contaminated soil and additional bracing for temporary shoring for eastbound travel lane and shoulder.**

- 9. Adopt *Policy Letter, 7.11, Emergency Procurement*, to enable the Commission to procure supplies, lodging and meals during an emergency and disaster situations, and define when the emergency situation precludes using normal procurement procedures.**