

MINUTES OF THE COMMISSION MEETING HELD APRIL 7, 2015

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 10:32 a.m. on April 7, 2015 at the Central Office located in Highspire, Pennsylvania. Available via the telephone for the meeting were Sean Logan, Chairman; William K. Lieberman, Vice Chairman; Pasquale T. Deon, Sr., Secretary Treasurer, A. Michael Pratt, Esquire, Commissioner and Leslie Richards, Acting Secretary of Transportation.

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.; William J. Capone, Chief of Communications & Public Relations; Charles L. Duncan III, Esquire, Director of Legislative Affairs; 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 Policy and External Affairs and Ann Louise Edmunds, Assistant Secretary Treasurer.

Also in attendance were Susan Carson-Casoni, Cash Manager; John Christensen, Director of FEMO; Richard S. Dipiero, Senior Fare Collection Operations Manager; Richard C. Dreher, Assistant CFO/Financial Management; Donald S. Klingensmith, Director of Procurement and Logistics; Donna Lapano, Executive Office Assistant; Gina M. Murray, Engineering Contracts Supervisor; Jeffrey A. Naugle, Manager of Treasury Operations; Sheri Norris, Director of Human Resources; Catherine L. Sabo, Accounting Manager; Cindy Smith, General Accountant II; Robert H. Rosell, Technician of PC/LAN Systems; Sean Laudenslager, Computer Aid; Peter Kuhne, Atkins; Scott Shimko, Borton Lawson; Mark Boris, Borton Lawson; John Smith, Parsons; Chris Messner, Greenman-Pedersen, Inc.; Laura Kuller, Ridge Policy Group; Kenneth McClain, AECOM; Jeffrey Hans, HDR; Robert Peda, Navarro & Wright; Paul McNamee, KCI; and Nolan Ritchie, Office of Senator Rafferty.



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 promotion, terminations, reclassifications, new hires, performance incentives, and requests to post and fill positions in the fare collection and procurement and logistics departments.

The Commissioners also 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.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held March 17, 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 memo received from the Chief Counsel -was made by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



PERSONNEL

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



NEW BUSINESS

PAYMENT

Motion-That the Commission approves payment of an invoice from TransCore for emergency repair of the Variable Message Sign (VMS) at MP 184.00 that was damaged by a lightning strike; at a total cost of \$15,166.68-was made by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



AGREEMENTS

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

- a. Reimbursement Agreement with West Providence Township Municipal Authority to reimburse the Authority the cost to perform the required engineering and facility relocation work necessary for the total reconstruction project from MP 149.00 to MP 155.00 (Bridge B-519 at MP 154.56); at a not-to-exceed amount of \$118,750.00;
- b. Agreements with out-of-state DMV's/DOT's for registered vehicle owner information to generate violation notices to customers who do not have E-ZPass, at a potential nominal fee per state;
- c. Agreement with the Pennsylvania State Police (PSP) to utilize a new large bandwidth connection to link their network to Harrisburg that the Commission can use as a replacement for our Level 3 leased circuits; at a cost of \$300,000.00;
- d. Amendment to our agreement with I.B. Abel Cabling for infrastructure cabling and communications systems, exercising the option to renew the agreement for an additional year (August 3, 2015 – August 2, 2016) at no additional cost;
- e. Data Use Agreement with Waze to participate in their Connected Citizens data exchange program that includes road closures, incident reports and other real-time traffic information that would be integrated into the Commission's Traffic Operations Center to aid the Commission to identify and respond to incidents; at no cost to the Commission;
- f. Amendment to our agreement with Compliance Management International (CMI) for safety consultation and illness prevention; exercising the option to renew the agreement for an additional year (October 2015 – October 2016); at a cost of \$70,000.00;

- g. Amendment to our agreement with Frank J. Kempf, Jr., P.E. for consultation services for the Mon/Fayette and Southern Beltway projects; increasing the hourly rate and increasing the annual not-to-exceed amount to \$80,000.00;
- h. Settlement Agreement and Release with Eric Corbin, and authorize the issuance of the workers' compensation settlement payment;
- i. Amendment to our agreement with Inservco Insurance Services for the administration of General Liability and Automobile Liability claims (TPA), exercising the option to renew the agreement for an additional 3 months; at a cost of \$14,000.00;
- j. Amendment to our Master Software License Agreement with SAP to purchase twenty-five (25) additional SAP Developer User Licenses and one-year of maintenance; at a cost of \$296,460.00.

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



RIGHT-OF-WAY ACQUISITION

Motion-That the Commission approves the Right-of-Way Requests for the items listed in memos "a-g" and "i":

- a. Acquisition of Right-of-Way #2128-K (John B. Roy, Jr.), a partial take parcel necessary for the total reconstruction project from MP 149.50 to MP 155.50 by authorizing payment of fair market value and pro-rated taxes of \$24,895.77 to John B. Roy, Jr.; authorize the appropriate Commission officials to execute the required settlement documents; 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 owner is contingent upon his delivery of deed prepared by the Legal Department;
- b. Acquisition of Right-of-Way #8309-A (Debra A. Rosenberger), a total take parcel necessary for the total reconstruction project from MP A44.00 to MP A55.00 by authorizing payment of fair market value, pro-rated taxes and recording fees of \$247,759.86 to Diversified Settlement Services, Inc., escrow agent; authorize the appropriate Commission officials to execute the Agreement of Sale; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of damages to the property owner is contingent upon her delivery of a deed prepared by the Legal Department;
- c. Acquisition of Right-of-Way #1003-B (Ruth A. Kullman, Trustee under the Ruth A. Kullman Revocable Trust Agreement), a partial take parcel necessary for the total reconstruction from MP 99.00 to MP 109.00 by authorizing payment of fair market value and pro-rated taxes of \$4,054.00 to Ruth A. Kullman, Trustee under the Ruth A. Kullman Revocable Trust Agreement; 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 owner is contingent upon the delivery of a deed as prepared by the Legal Department;

- d. Acquisition of Right-of-Way #14206-I (Richard J. & Sara C. McMahon), a partial take parcel necessary for the total reconstruction from MP 40.00 to MP 48.00 by authorizing payment of fair market value and pro-rated taxes of \$111,909.21 to James J. Pecora Law Firm, P.C., 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;
- e. Settlement of Right-of-Way #14206-A (Daniel J. & Barbara U. Eichenlaub), a partial take parcel necessary for the total reconstruction from MP 40.00 to MP 48.00 by authorizing settlement payment of \$40,645.62 to Babst Calland, 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;
- f. Acquisition of Right-of-Way #17777 (Marian E. & Robert J. Gossler), a partial take parcel necessary for construction of the Southern Beltway, US Rt. 22 to I-79 by authorizing payment of fair market value and pro-rated taxes of \$507.50 to Marian E. and Robert J. Gossler; 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;
- g. Adopt the proposed Property Acquisition Resolution for Right-of-Way #14206-J (James C. & Christie E. Stevenson), a partial take parcel necessary for the total reconstruction from MP 40.00 to MP 48.00 by authorizing payment of estimated just compensation of \$9,700.00 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;
- i. Settlement of Right-of-Way #8378-B (Kathryn E. Hunsicker, Trustee of the William J. Jones, Jr. & Ruth May Jones Irrevocable Trust), a partial take parcel necessary for replacement of the Bridge at MP A68.00 by authorizing fair market value of \$500.00 to Kathryn E. Hunsicker, Trustee; 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 owner is contingent upon the delivery of a deed as prepared by the Legal Department.

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

Motion-That the Commission approves the Right-of-Way Request for the item listed in memo "h":

- h. Adopt the proposed Property Acquisition Resolution for Right-of-Way #14202-A (William P. & Sarah F. Getty), a partial take parcel necessary for the total reconstruction project from MP 40.00 to MP 48.00 by authorizing payment of estimated just compensation of \$29,000.00 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;

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

VICE CHAIRMAN LIEBERMAN: I abstain on this item because I have a business relationship with Mr. and Mrs. William P. Getty.

The motion passed.



ADVERTISING

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

- a. Mapping services, systemwide;
- b. Quality assurance inspection and laboratory testing services for the I-95/I-276 Interchange project and quality assurance audit services systemwide.

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



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 "k":

- a. Checkpoint Next Generation Intrusion Prevention hardware, software and support services, utilizing the Commonwealth's contract with ePlus Technology, Inc.; at a total award of \$363,204.31;
- b. Microsoft Enterprise Client Access licenses for 2015 annual true-up; utilizing the Commonwealth's contract with CDW Government, Inc.; at a total award of \$149,489.13;
- c. Microsoft Premier services for technical support for the Microsoft systems, utilizing the Commonwealth's contract with Dell Marketing, LP; at a total award of \$150,822.12;
- d. Fuel additives contract (May 1, 2015 – April 30, 2016), to the lowest responsive and responsible bidder, PPC Lubricants; at a total award of \$150,000.00;
- e. Gas detection systems service and maintenance, to the lowest responsive and responsible bidder, Control Systems 21; at a total award of \$170,200.00;

- f. ESRI GIS software licenses, utilizing the Commonwealth's contract with ESRI Inc.; at a total award of \$324,528.00;
- g. Twenty (20) 2015 Chevrolet Silverado 3500HD crew cab stake body trucks with roadwatch road temperature systems and mountings for message boards, utilizing the Commonwealth's contract with Apple Automotive Group; at a total award of \$876,360.00;
- h. Twenty (20) vehicle-mounted message boards, utilizing the Commonwealth's contract with Trafcon Industries, Inc.; at a not-to-exceed amount of \$122,280.00;
- i. IT staff augmentation for a Service Now Developer/Analyst Resource (April 8, 2015 – September 30, 2015), utilizing the Commonwealth's contract with Computer Aid, Inc.; at a total award of \$250,000.01;
- j. Mechanics hardware supply contract (April 1, 2015 – March 31, 2016), exercising our option to renew the agreement for an additional year with Midwest Motor Supply Company; at a cost of \$88,500.00;
- k. ESRI GIS annual subscription and services, utilizing the Commonwealth's contract with ESRI, Inc.; at a total award of \$105,000.00.

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



AWARD OF A CONTRACT

Motion-That the Commission approves the award of Contract #EN-00164-03-03 for installation of signs between MP 247.75 and MP 359.00 and MP A20.00 and MP A131.00, to the lowest responsive and responsible bidder, William Orr & Sons, Inc.; at a not-to-exceed amount of \$1,000,000.00-was made by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



CHANGE ORDERS AND FINAL PAYMENTS

Motion-That the Commission approves the Change Orders and Final Payment for the items listed in memos "a" through "e":

- a. Final Payment for Contract #T-013.21S001-3-04 for the replacement of Bridge WB-210A at MP 12.76 with Joseph B. Fay Co., for a final contract value of \$2,973,948.95 and final amount due to the contractor of \$29,739.49;
- b. Change Order #3 for Contract #A-129.70S001-3-02 for redecking of Bridge NB-750 at MP A129.70 with Nyleve Bridge Corp., for an increase of \$62,198.71 for milling, patching and paving approaches

and bridge deck of Bridge NB-751 at MP 130.50 due to excessive potholes and deterioration; for a revised not-to-exceed amount of \$16,320,924.44;

- c. Change Order #1 for Contract T-129.00T001-3-05 for the replacement of Bridge B-500 at MP 129.01 with New Enterprise Stone & Lime Company, for a decrease of \$104,814.60 to balance items to actual work completed, and changes for plowable pavement markers, septic tank removal and liquidated damages for work beyond the completion date; for a revised not-to-exceed amount of \$3,639,368.57;
- d. Change Order #1 and Final Payment for Contract #T-227.63S001-3-02 for bridge rehabilitation between MP 227.63 and MP 238.24 with Kinsley Construction, Inc., for a decrease of \$68,729.23 to balance items to actual work completed and additional bridge painting to make contrasting areas uniform; for a final contract value of \$1,477,608.77 and final amount due to the contractor of \$62,283.92;
- e. Change Order #1 for Contract #A-031.00R001-3-03 for bituminous resurfacing between MP A31.86 and MP A40.20 with Blooming Glen Contractors, Inc. for a decrease of \$940,226.33 to balance items to actual work completed, additional costs for line eradication and a video and radar detection system and a 4-day time extension to accommodate multiple contractors in the same section of roadway; for a revised not-to-exceed amount of \$6,458,801.15.

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



SUPPLEMENTS

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

- a. Supplement #1 with T3 Global Strategies for open-end aerial mapping, for an additional \$100,000.00 to continue mapping services in support of the Capital Plan; increasing the not-to-exceed amount to \$1,000,000.00;
- b. **REMOVED FROM THE AGENDA.** Supplement #1 with Trumbull Construction Management Services (TCMS) for construction inspection/project management services for the E-ZPass only Interchange at MP A87.07, for an additional \$240,452.49 to complete inspection/management and for CDS services for an adjacent slide remediation, project website support and labor escalation; increasing the not-to-exceed amount to \$3,132,023.34.

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



AGREEMENTS WITH DMV/DOT

Motion-That the Commission authorizes the Director of ETC Operations and the Manager of ETC Customer Service Operations to negotiate and execute the applications, agreements, Memorandums of Understanding (MOU), etc. with out-of-state DMV's/DOT's for registered vehicle owner information to generate violation notices to customers who do not have E-ZPass-was made by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



BOND RESOLUTIONS

Motion-That the Commission approves the issuance of the Bonds and Resolutions for the items listed in memos "a" and "b":

- a. Approval of the issuance of the Pennsylvania Turnpike Commission's variable and/or fixed rate Registration Fee Revenue Refunding Bonds, in one or more series or sub-series, in an aggregate principal amount not to exceed \$250,000,000, to finance (a) the current refunding of its Registration Fee Revenue Refunding Bonds, Series B of 2005, (b) the current refunding of its Registration Fee Revenue Refunding Bonds, Series C of 2005, (c) the current refunding of its Registration Fee Revenue Refunding Bonds, Series D of 2005, (d) the funding of necessary reserves or similar funds, (e) entering into one or more credit facilities in connection with the issuance of the bonds, and (f) the costs of issuance of such bonds including any payments due upon amendment or termination of any existing swaps; authorizing the execution, delivery and distribution of the following for the bonds: (1) one or more supplemental indentures, (2) one or more preliminary official statements, (3) one or more official statements, (4) one or more purchase contracts, (5) agreements for the provision of one or more credit facilities or related agreements, (6) one or more remarketing agreements or amendments to or terminations of existing 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; and (9) any other necessary or appropriate documents or certificates; appointing and providing for the appointment of bond counsel, disclosure counsel, financial advisors and other professionals, and providing for the appointment of one or more underwriters; authorizing, if so determined, in lieu of such issuance of bonds, the remarketing of the prior bonds; authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;
- b. Approval of the issuance of the Pennsylvania Turnpike Commission's Subordinate Revenue Bonds and/or notes, 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 \$300,000,000, 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 all or a portion of any bond anticipation notes, other short-term indebtedness or Subordinate Indenture Bonds 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 or notes, and (e) issuance of such bonds and notes; 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; providing for the appointment of one or more co-bond counsels and providing for the appointment of one or more underwriters and remarketing agents; providing for the appointment of co-financial advisors, verification agent, if necessary and escrow 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 approved by Commissioner Deon, seconded by Commissioner Pratt, and passed unanimously.



PSPC AWARDS

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 "d":

a. Ref #1-168, two (2) open-end construction inspection services-West;

1. A&A Consultants, Inc.-AWARDED
2. T.W. Consultants, Inc.-AWARDED
3. Volkert, Inc.

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

b. Ref #2-099, construction management/construction inspection services for the Tuscarora Tunnel rehabilitation from MP 186.20 to MP 187.21;

1. Trumbull Construction Management Services-AWARDED
2. Hill International, Inc.
3. Stahl Sheaffer Engineering, LLC

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

VICE CHAIRMAN LIEBERMAN: I abstain on this item because Trumbull Construction Management Services is a client of my firm.

c. T00001, open-end coating consultant services systemwide;

1. Greenman-Pedersen, Inc.-AWARDED
2. KTA-Tator, Inc.
3. HRV Conformance Verification Associates, Inc.

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

d. Ref #1-167, design of a new maintenance facility in District 1;

1. Murray Associates Architects, PC-AWARDED
2. Gannett Fleming, Inc.
3. Whiteman, Requardt & Associates, LLP

-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 held Tuesday, April 21, 2015 beginning at 10:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 10:46 a.m.-
was made by Commissioner Deon and seconded by Commissioner Pratt.



PREPARED BY:

APPROVED BY:

Ann Louise Edmunds
Assistant Secretary Treasurer

Pasquale T. Deon, Sr.
Secretary Treasurer