

MINUTES OF THE COMMISSION MEETING HELD MAY 18, 2021

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 11:08 a.m. on Tuesday, May 18, 2021 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; Pasquale T. Deon, Sr., Commissioner; Wadud Ahmad, Commissioner and John Wozniak, Secretary Treasurer.

Available for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Bradley J. Heigel, P.E., Chief Engineer; Carl DeFebo, Jr., Director of Public Relations & Marketing (via telephone); Charles Duncan III, Esquire, Chief Compliance, Legis. & Cultural Affairs; Doreen McCall, Chief Counsel; Myneca Ojo, Director of Diversity and Inclusion (via telephone); Kelli Roberts, Director of Policy and External Affairs; Ray Morrow, Chief Compliance Officer (via telephone); Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via telephone); Robert Taylor, Chief Technology Officer; Sheri Norris, Director of Human Resources (via telephone); Stacia Ritter, Asst. Chief Operating Officer/Toll Collection (via telephone); and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via telephone were Tami Anderson, IT Quality Manager; Asia Veale, Secretary; Don Klingensmith, Asst. Chief Fin. Officer for Financial Administration; Gina Murray, Senior Procurement Specialist; Jeff Naugle, Manager of Treasury Operations; Jesse Ream, Communication Systems Program Manager (in person); Kelly Horvath, Executive Admin. Assistant; Shawn Laudenslager, End User Support Supervisor; Steve Barber, Michael Baker (in person); Tom Porter, Michael Baker (in person); Wanda Metzger, Manager of Professional Services Procurement; Alex Apostolou, HDR, Inc.; Cody Goss, McTish, Kunkel & Assoc.; Craig Beissel, Volkert; Dan Laird, Hill International; Dan O'Brien, RBC Capital Markets; David Lowdermilk, WSP; Derek McNeil, Siebert Williams Shank & Co.; Ed Blazina, Pittsburgh Post-Gazette; Eric Madden, JMT; Ed Reese, GPD Group; George Settelmaier, KSE; Jeff Hans, HDR; J. Frank, Lehman Engineers; Jim Brady, STV; Jill Bolt, Marine Tiger Technologies; Joseph DiFiore, Wallace Pancher Group; Jock Rowe, Teamsters; Joe Romano, LDG; Mike House, Modjeski & Masters; Mike Houser, Markosky; Mark Karolski, Buchart Horn; Mike Phillips, Navarro & Wright; Patrick Kane, GPI; Paul McNamee, KCI; Rachel Perrego, Susquehanna Civil; Rasheia Johnson, Siebert Williams; Robert Horr, Atkins; Roger Eaton, HDR; Samantha Shirley, AE Works; and Tom Rowader, GPI.



Chair Gramian 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 available. Mrs. Edwards welcomed the Commissioners, employees and guests on the WebEx and made the following statement:

Due to COVID-19, the Pennsylvania Turnpike Commission Administration Building remains closed to visitors. Accordingly, the Commission Meetings will be held via telephone (through June 2020 or until further notice). The Commission will continue to post call-in/WebEx information for those who wish to attend the meeting via telephone/WebEx. WebEx information should be posted at least 48 hours in advance of the meeting. The Commission will continue to closely monitor the CDC's and other government websites for up-to-date information regarding COVID-19, risk assessment and guidance to business. This meeting is being recorded and the Commission will post the recording on its website.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda Session to consider matters of Personnel, which included reclassifications, promotions, new hires, Executive alignment and benchmarking and posting in Engineering and Information Technology.

The Commissioners also discussed Claim Numbers PTC-21-7107WC and PTC-21-6612WC and 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 requested time to speak at least 48 hours in advance of this meeting.

We had no requests to address the Commission.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held May 4, 2021 be approved and filed as submitted-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATION

Motion-That the Commission approve the memos received from the Chief Counsel and Asst. CFO-Financial Administration-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



BOND RESOLUTIONS

Motion-That the Commission approve the Bond Resolutions for the items listed in memos “a” through “c”:

- a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission’s subordinate indenture bonds or notes, including Subordinate Revenue bonds, 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 \$600,000,000, 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) reimbursing the Pennsylvania Turnpike Commission for payments previously made to the Pennsylvania Department of Transportation in accordance with Act 44 and Act 89, (c) advancing or currently refunding all or a portion of any series or maturities of any bond anticipation notes, other short-term indebtedness or Subordinate Indenture bonds, including Special Revenue bonds, previously issued by the Pennsylvania Turnpike Commission, (d) any debt service reserve or similar funds, credit facility costs or capitalized interest related to such bonds; and (e) issuing of such bonds; authorizing the issuance of any bonds on a forward delivery basis; authorizing a tender and exchange program with respect to the refunding of any of the prior 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) 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, (9) one or more escrow deposit agreements, (10) agreements related to the pledge of motor license fund monies for Special Revenue Refunding bonds, and (11) 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; 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. Providing for the appointment of one or more underwriters (Siebert Williams Shank & Co., LLC; Samuel A. Ramirez & Co., Inc.; Jefferies LLC; Estrada Hinojosa & Company, Inc.; Sturdivant & Co., Inc.;, and American Veterans Group) relating to the issuance of the Pennsylvania Turnpike Commission's Subordinate Indenture bonds or notes, including Subordinate Revenue bonds, 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 \$600,000,000 approved by Resolution of the Pennsylvania Turnpike Commission dated May 18, 2021;
- c. Providing for the appointment of co-bond counsel (Squire Patton Boggs, LLP; Turner Law, P.C.) and disclosure counsel (Virtus, LLP) relating to the issuance of the Pennsylvania Turnpike Commission's Subordinate Indenture bonds or notes, including Subordinate Revenue bonds, 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 \$600,000,000 approved by Resolution of the Pennsylvania Turnpike Commission dated May 18, 2021.

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



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of the Agreements, a Memorandum of Understanding and a Supplemental Agreement for the items listed in memos "a" through "d":

- a. Assignment Agreement with JTY, Inc., d/b/a The Yurconic Agency to assign its active contract for E-ZPass distribution to KAI Yurconic Insurance Agency, LLC, due to ownership change;
- b. Memorandum of Understanding (MOU) between the Commission and the Massachusetts Department of Transportation (MassDOT), to outline details of a collaboration between the agencies to share and enhance the Commission's existing customer App for tolling; the development will be performed by TransCore, which supports and maintains both the PTC's and MassDOT's back office systems;
- c. Settlement Agreement and Release with William Collins; and authorize payment of the workers' compensation settled amount;
- d. Supplemental Agreement with Verizon Connect for fleet management services, to extend the agreement to December 31, 2021; at a cost of \$160,000.00.

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



RIGHT-OF-WAY REQUESTS

Motion-That the Commission approve the Right-of-Way Requests for the items listed in memos “a” through “j”:

- a. Acquisition of Right-of-Way 7200-B (Jason K. & Cindy M. Borie), a partial take parcel necessary for the total reconstruction and widening project from MP A38.00 to MP A44.00 by authorizing payment of \$25,301.50 representing fair market value and pro-rated taxes to Jason K. & Cindy M. Borie; 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; authorize 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;
- b. Acquisition of Right-of-Way #6078-Q (Emily Y. & Steve L. Lin), a partial take parcel necessary for the total reconstruction and widening project from MP 320.00 to MP 326.00 by authorizing payment of \$10,000.00 representing fair market value to Emily Y. & Steve L. Lin; authorize the appropriate Commission officials to execute the Temporary Construction Easement and other documents that may be required for closing; authorize 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 as prepared by the Legal Department;
- c. Acquisition of Right-of-Way #7203-b (Lake Skymount Resort, Inc.; William H. Coleman, Jr.; Michele & Darryl Bairstow), a partial take parcel necessary for the total reconstruction and widening project from MP A38.00 to MP A44.00 by authorizing payment of \$1,827.00 representing fair market value and pro-rated taxes to William H. Coleman, Jr.; 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;
- d. Acquisition of Right-of-Way #7229-B (Patricia Marie Reiss), a partial take parcel necessary for the total reconstruction and widening project from MP A38.00 to MP A44.00 by authorizing payment of \$5,481.00 representing fair market value and pro-rated taxes to Patricia Marie Reiss; 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;

- e. Adopt the proposed Property Acquisition Resolution for Right-of-Way #7203-D (KBDavis, LP), a partial take parcel necessary for the total reconstruction and widening project from MP A38.00 to MP A44.00 by authorizing payment of \$22,100.00 to counsel named at a later date; 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 #7221-A1 (Estate of Katie Weisel), a partial take parcel necessary for the total reconstruction and widening project from MP A38.00 to MP A44.00 by authorizing payment of \$8,500.00 to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- g. Adopt the proposed Property Acquisition Resolution for Right-of-Way #6051-AR3 (Charlestown Oaks Homeowners Association), a partial take parcel necessary for the new Devault Maintenance Facility by authorizing payment of Estimated Just Compensation in the amount of \$33,100.00 to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- h. Adopt the proposed Property Acquisition Resolution for Right-of-Way #7222-A (Corey McFadden), a partial take parcel necessary for the total reconstruction and widening project from MP A38.00 to A44.00 by authorizing payment of Estimated Just Compensation in the amount of \$11,500.00 to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- i. Adopt the proposed Property Acquisition Resolution for Right-of-Way 7203-A (Leonard L. Jennings, Trustees of the Leonard L. and Lonna Jennings Family Trust), a partial take parcel necessary for the reconstruction and widening project from MP A38.00 to A44.00 by authorizing payment of Estimated Just Compensation in the sum of \$90,000.00 to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- j. Adopt the proposed Property Acquisition Resolution for Right of Way 7230-A (Gold Street Properties, LLC,), a partial take parcel necessary for the total reconstruction and widening project from MP A38.00 to A44.00 by authorizing payment of Estimated Just Compensation in the amount of \$36,000.00 to counsel named at a later date; 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 Wozniak, seconded by Commissioner Deon, and passed unanimously.



OCIP for SOUTHERN BELTWAY

Motion-That the Commission approve the extension of our Owner Controlled Insurance Program (OCIP), through our broker AON Risk Services Central, Inc., for the Southern Beltway, from May 15, 2021 to June 30, 2022; at a not-to-exceed amount of \$750,000.00 for general liability, workers' compensation, umbrella policy extensions and premium audit fees (due to increased construction values)-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion-That the Commission approve the Issuance of Purchase Orders for the items listed in memos "a" and "b":

- a. Twelve (12) Chevrolet Silverado 2500 HD first responder trucks, utilizing the Commonwealth's contract with Apple Chevrolet/Westgate Chevrolet, Inc.; at a cost of \$635,396.00;
- b. Window Cleaning Service, exercising the option to renew the agreement with Point Exteriors, LLC through May 31, 2022; at a cost of \$60,285.10.

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



AWARD OF CONTRACTS

Motion-That the Commission approve the Award of Contracts for the items listed in memos "a" through "c":

- a. Contract #EN-00115-03-15 for construction of the tolling facility between MP 30.63 and MP 32.16, to the lowest responsive and responsible bidder, Allison Park Contractors, Inc.; at a not-to-exceed amount of \$2,675,000.00 and a contingency of \$100,000.00;
- b. Contract #T-249.70R001-3-02 for the Highspire Service Plaza auxiliary truck parking at MP 249.70, to the lowest responsive and responsible bidder, Hempt Bros., Inc., at a not-to-exceed amount of \$2,739,551.21 and a contingency of \$130,000.00;
- c. Contract #T-215.00R001-3-02 for microsurfacing between MP 215.18 and MP 220.30, to the lowest responsive and responsible bidder, Asphalt Paving Systems, Inc.; for a not-to-exceed amount of \$3,514,905.68 and a contingency of \$175,000.00.

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



CHANGE ORDERS

Motion-That the Commission approve Change Orders and Final Payments for the items listed in memos a" through "f":

- a. Change Order #12 for Contract #T-355.00P001-3-14 for widening and reconstruction of S.R. 0095, Section D20 with James D. Morrissey, Inc., for an increase of \$230,995.88 to balance items to actual work completed, changes for unforeseen oil and tank removal and storm water management work; for a revised not-to-exceed amount of \$122,436,050.63;
- b. Change Order #1 and Final Payment for Contract #T-308.00T001-3-04 for the replacement of Bridge EB-717 at MP 309.19 with Deblin, Inc., for a decrease of \$178,951.01 to balance items to actual work completed, changes for milling, drainage, erosion and sediment control, backfilling, anchored backslope, barrier, impact attenuator repairs, topsoil, seeding and mulching, pavement markings, message signs, bridge jacking, asphalt adjustments, traffic control, I-Beam reset and rebar; for a final contract value of \$3,390,967.20 and final amount due to the contractor of \$56,652.93;
- c. Change Order #3 for Contract #A-051.36S002-3-02 for painting and rehabilitation of Bridge NB-323, NB-327 and NB-328 between MP A51.36 and MP A51.82 with Road-Con, Inc.; for an increase of \$55,035.08 to balance items to actual work completed, changes for fabricated structural steel, field fitting masonry plates and bearing pedestals, and guiderail reset; for a revised not-to-exceed amount of \$2,974,679.62;
- d. Change Order #2 and Final Payment for Contract #EN-00115-03-05 for the installation of signs between MP G0.00 and MP G13.30 with Collinson, Inc., for a decrease of \$11,688.42 to balance items to actual work completed; for a final contract value of \$726,028.45 and final amount due to the contractor of \$38,777.71;
- e. Change Order #3 and Final Payment for Contract #T-129.30R001-3-02 for slope repair between MP 129.35 and MP 130.10 with Clearwater Construction, Inc., for a decrease of \$171,082.11 to balance items to actual work completed, and changes for bridge repairs, subbase and superpave mix design items; for a final contract value of \$1,597,885.71 and final amount due to the contractor of \$165,184.04;
- f. Change Order #1 and Final Payment for Contract #EN-00250-03-02 for roadway and miscellaneous repairs along Toll I-376, Turnpike 43, 576 and 66 with Gulisek Construction, LLC; for a decrease of \$3,806,769.28 to reflect the actual cost of the completed work authorizations; for a final contract value of \$193,230.72 and final amount due to the contractor of \$9,661.54.

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



PSPC ITEMS

Motion-That the Commission approves the award of services and authorizes the negotiation and execution of an agreement with the selected firms for the items listed in memos “a” and “b”:

a. T00145, design of the Harrison City maintenance facility:

- AE Works, Ltd.-Awarded
- Whitman, Requardt and Associates, LLP

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected AE Works, Ltd. for award based on the Commission’s determination that firm’s Statement of Interest is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firm has successfully managed the design and construction of the Southern Beltway Maintenance facility which is currently their only project with the Commission. AE Works has a full range of architects on staff and is a Service-Disabled Veteran Owned Business based in PA.

b. RFP 5822, job order contracting program:

- The Gordian Group, Inc.-AWARDED

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected The Gordian Group, Inc. for award based on the Commission’s determination that firm’s Proposal is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firm specializes in this type of service and has supported over \$9B in Job Order Contracting Work for its customers. It has performed very well for us in the past and serves as a central clearinghouse that helps us be more efficient in competitively bidding our some of our smaller-sized facility projects.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held virtually on Tuesday, June 1, 2021 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:19 a.m.-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Assistant Secretary Treasurer

John Wozniak
Secretary Treasurer