

MINUTES OF THE COMMISSION MEETING HELD AUGUST 19, 2013

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 11:25 a.m., August 19, 2013 at the Central Office located in Highspire, Pennsylvania. Available via telephone for the meeting were William K. Lieberman, Chairman; Pasquale T. Deon, Sr., Secretary Treasurer; Sean Logan, Commissioner and Barry J. Schoch, P.E., Secretary of Transportation.

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.; William J. Capone, Director of Communications/Public Relations; Scott Fairholm, Chief Information Officer; Todd S. Garrison, Director of Maintenance; David Gentile, Chief Compliance Officer; 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 John Christensen, Director of FEMO; Carl Defebo, Jr., Director of Public Relations & Marketing; Rick Dreher, Asst. Chief Financial Officer/Financial Management; Gary Graham, Assistant Chief Engineer/Design; Robert Kleimenhagen, Jr., Strategic Planning Coordinator; Donald S. Klingensmith, P.E., Director of Contracts Administration; Donna Lapano, Executive Office Assistant; Wanda Metzger, Contracts Supervisor; Gina M. Murray, Engineering Contracts Supervisor; Jeffrey A. Naugle, Manager of Treasury Operations; Robert H. Rosell, Technician of PC/LAN Systems; Allen Williamson, Senior Engineer Project Manager; Kristi Reichard, Raudenbush Engineering; Paul McNamee, KCI Technologies; Terry Pearsall, PennDOT; Ron Clark, PennDOT; Joe Szczur, PennDOT; Jeff Barner, Cosmos Technologies, Frederick Douglas, Cosmos Technologies; Vijay Varadarajan, AECOM; James Barbush, RTI; Eric Madden, ACEC/PA and Andrew Duerr, GHD.

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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 available.

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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 PROMOTIONS, TERMINATIONS, TRANSFERS, EQUITY ADJUSTMENTS, NEW HIRES, VACANCIES AND REQUESTS TO ABOLISH; TO FILL; TO POST AND FILL; AND TO RECLASSIFY POSITIONS IN THE ENGINEERING,

COMPLIANCE, FINANCE AND ADMINISTRATION, HUMAN RESOURCES 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: KRISTI REICHARD, RAUDENBUSH ENGINEERING; PAUL MCNAMEE, KCI TECHNOLOGIES; TERRY PEARSALL, PENNDOT; RON CLARK, PENNDOT; JOE SZCZUR, PENNDOT; JEFF BARNER, COSMOS TECHNOLOGIES, FREDERICK DOUGLAS, COSMOS TECHNOLOGIES; VIJAY VARADARAJAN, AECOM; JAMES BARBUSH, RTI; ERIC MADDEN, ACEC/PA AND ANDREW DUERR, GHD.

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#### MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held July 16, 2013 be approved and filed as submitted- was made by Commissioner Schoch, seconded by Commissioner Logan; 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 Schoch, seconded by Commissioner Deon; and passed unanimously.

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#### PERSONNEL

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

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#### NEW BUSINESS

#### BOND RESOLUTIONS

Motion-That the Commission authorizes the approval of the Bond Resolutions for the items listed in memos "a" and "b":

- a. Authorize the approval of the issuance of the Pennsylvania Turnpike Commission's variable and/or fixed rate oil franchise tax revenue refunding bonds in an aggregate principal amount not to exceed \$100,000,000 (based on issuance value) in one or more series or subseries, taxable or tax-exempt, senior or subordinate for the purpose of refinancing certain oil franchise tax revenue bonds previously issued by the commission; authorizing the execution, delivery and distribution of the following: (1) Supplemental Trust Indentures to the Indenture; (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 and/or Continuing Disclosure Agreements; and (7) any other necessary or appropriate documents or certificates; authorizing Swap Agreements; authorizing appointment of co-bond counsel, and one or more underwriters, financial advisors and/or other professionals; authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;
  
- b. Authorize the approval of the issuance of the Pennsylvania Turnpike Commission's variable and/or fixed rate turnpike revenue bonds in an aggregate principal amount not to exceed \$250,000,000 (based on issuance value) in one or more series or subseries, taxable or tax-exempt, for the purpose of financing the costs of various capital expenditures for the Pennsylvania Turnpike system set forth in the Commission's current ten year capital plan including, but not limited to, the reconstruction of roadbed and roadway, the widening, replacing and redecking of certain bridges and/or the rehabilitation of certain interchanges and including funding necessary reserves and capitalized interest; authorizing the execution, delivery and distribution of the following: (1) Supplemental Trust Indentures to the Restated Indenture; (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 and/or Continuing Disclosure Agreements; and (7) any other necessary or appropriate documents or certificates; authorizing Swap Agreements; authorizing appointment of co-bond counsel, and one or more underwriters, financial advisors and/or other professionals; and making a declaration of official intent that the Commission be reimbursed from bond proceeds for certain expenditures paid prior to the issuance of such bonds; authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;

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

Motion-That the Commission authorizes the approval of the Bond Resolutions for the item listed in memo "c":

- c. 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.

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

COMMISSIONER LOGAN: I ABSTAIN ON THIS ITEM BECAUSE I HAD A PAST BUSINESS INTEREST WITH COHAN & GRIGSBY, P.C.

The motion passed.

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#### AGREEMENTS

Motion-That the Commission approves the negotiation and execution of the Amendment for the item listed in memo "a":

- a. Amendment to our agreement with Stantec, Inc. for the administration of the Project Collaboration System (Kahua and Constructware), utilizing our option to renew the agreement for an additional year; at a cost of \$808,105.30;

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

CHAIRMAN LIEBERMAN: I ABSTAIN ON THIS ITEM BECAUSE AN INVESTOR OF KAHUA IS A CLIENT OF MY FIRM.

The motion passed.

Motion-That the Commission approves the negotiation and execution of the Agreements, a Supplement, Amendments and Leases for the items listed in memos "b" through "j":

- b. Supplemental Agreement with G. R. Sponaugle & Sons, Inc. for HVAC repair services for the CAB and TIP buildings, for an additional \$20,616.20 necessary to repair a humidifier, an alarm system, a hot water pump and duct work;
- c. Agreements for open-end drilling contracts to the lowest responsive and responsible bidders, at a not-to-exceed amount of \$900,000.00 each or a term of 3-years, whichever occurs first:

- Armstrong Drilling, Inc. - MP 0.00 to MP 247.30, the Greensburg Bypass, Beaver Valley Expressway, Mon/Fayette Expressway and the Southern Beltway;
  - TRC Engineers, Inc. – MP 247.30 to MP 359.00 and the Northeast Extension
- d. Accept the revised July 15, 2013 proposal from TRC Engineers, Inc. for construction management/inspection for the six bridge projects from MP A31.73 to MP A130.23; and approve the not-to-exceed amount of \$7,176,097.97;
- e. Reimbursement Agreement with North Penn Water Authority for the Authority to reimburse the Commission for the design and construction costs associated with the installation of 14” steel casings for a future water line crossing Bridge NB-141 at MP A29.66; estimated reimbursement will be \$37,866.00;
- f. Amendment to our agreement with ComPsych for the Employee Assistance Program, utilizing our option to renew the agreement for an additional year; at a cost of \$35,000.00;
- g. Purchase SAP’s Governance Risk and Compliance Access Controls and Process Controls Software and the necessary professional services to implement the software:
- The software and first years support is at a cost of \$824,609.00,
  - Implementation and related professional services are at a not-to-exceed amount of \$300,000.00
  - Annual support and maintenance (after the first year) is at a cost of \$148,700.00.
- h. Lease Agreement with AT&T to permit AT&T to lease space and construct infrastructure on the Blue Mountain Monopole; AT&T will pay the Commission the initial lease rate of \$19,602.00 for the first year, with 3% increases every year after that with an initial lease term of ten (10) years, with a 5-year mutual renewal option thereafter;
- i. Amendment to our Lease Agreement with Chip Ganassi Racing Teams, Inc. (CGRT) to permit CGRT to lease the Laurel Hill Tunnel, make improvements to the tunnel and conduct aerodynamic testing on its race cars; exercising our option to renew the agreement for ten (10) years;
- j. Reimbursement Agreement with Salford Township to reimburse the Township the costs for upgrading Township Road T-447 (Clump Road) to be used as a detour route during construction of Bridge NB-177 at MP A37.44; at a not-to-exceed amount of \$12,000.00.

-was made by Commissioner Schoch, seconded by Commissioner Logan; 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 “z”:

- a. Acquisition of Right-of-Way #3192-B, a partial take parcel necessary for the total reconstruction project from MP 220.00 to MP 227.00, by authorizing payment of fair market value and pro-rated taxes in the amount of \$11,063.50 to Robert J. and Christine M. Finkenbinder; 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 owners is contingent upon the delivery of a deed prepared by the Legal Department;

- b. Acquisition of Right-of-Way #3192-A, a partial take parcel necessary for the total reconstruction project from MP 220.00 to MP 227.00, by authorizing payment of fair market value and pro-rated taxes in the amount of \$18,777.50 to Alan B. and Deborah J. Wentz; 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 owners is contingent upon the delivery of a deed prepared by the Legal Department;
- c. Acquisition of Right-of-Way #3382-I, a partial take parcel necessary for the total reconstruction project from MP 242.00 to MP 245.00, by authorizing payment of fair market value and pro-rated taxes in the amount of \$6,513.30 to Michael E. and Susan C. Ryder; 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 owners is contingent upon the delivery of a deed prepared by the Legal Department;
- d. Acquisition of Right-of-Way #7152-B, a partial take parcel necessary for the I-95/I-276 Interchange project, by authorizing payment of fair market value and pro-rated taxes in the amount of \$9,808.00 to PECO Electric Company; 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 the delivery of a deed prepared by the Legal Department;
- e. Acquisition of Right-of-Way #6461-B, a partial take parcel necessary for the total reconstruction project from MP A26.00 to MP A30.00, by authorizing payment of fair market value in the amount of \$8,000.00 to Walter A. and Nancy L. Rogachenko; 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 damages to the property owners is contingent upon the delivery of an executed temporary construction easement prepared by the Legal Department;
- f. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #6465-A (The Rothenberger Family Partnership), a partial take parcel necessary for the total reconstruction project from MP A26.00 to MP A30.00; authorize payment of Estimated Just Compensation in the amount of \$13,000.00 to Buckley, Brion, McGuire, Morris & Sommer LLP, escrow agent; 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 #6459-A (Morris Road Investors, L.P.), a partial take parcel necessary for the total reconstruction project from MP A26.00 to MP A30.00; authorize payment of Estimated Just Compensation in the amount of \$360,000.00 to Buckley, Brion, McGuire, Morris & Sommer LLP, escrow agent; 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 #3185-7 (James P. Howell), a partial take parcel necessary for the total reconstruction project from MP 220.00 to MP 227.00; authorize payment of Estimated Just Compensation in the amount of \$12,300.00 to Stevens & Lee, 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. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #3203-R1 (David W. Lutz, Trustee under Agreement of Trust established December 21, 1988), a partial take parcel necessary for the total reconstruction project from MP 220.00 to MP 227.00; authorize payment of Estimated Just Compensation in the amount of \$9,600.00 to Stevens & Lee, 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;
- j. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #3203-B (Marjorie L. Jones, Trustee of the Disclaimer (Credit Shelter) Trust under Last Will and Testament of John L. Peffer), a partial take parcel necessary for the total reconstruction project from MP 220.00 to MP 227.00; authorize payment of Estimated Just Compensation in the amount of \$73,900.00 to Stevens & Lee, 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;
- k. Acquisition of Right-of-Way #3384-F, a partial take parcel necessary for the total reconstruction project from MP 242.00 to MP 245.00, by authorizing payment of fair market value and pro-rated taxes in the amount of \$16,108.50 to Guy E. Shelly, Jr. Post 974 American Legion; 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 the delivery of a deed prepared by the Legal Department;
- l. Acquisition of Right-of-Way #7141-A, a partial take parcel necessary for the I-95/I-276 Interchange project, by authorizing payment of fair market value and pro-rated taxes in the amount of \$506.75 to PECO Electric Company; 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 the delivery of a deed prepared by the Legal Department;
- m. Acquisition of Right-of-Way #7166-D2, a partial take parcel necessary for the I-95/I-276 Interchange project, by authorizing payment of fair market value and pro-rated taxes in the amount of \$507.50 to 1507 Limited, LLC; 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 the delivery of a deed prepared by the Legal Department;
- n. Settlement of Right-of-Way #7078-A, a total take parcel necessary for the I-95/I-276 Interchange project, by authorizing settlement payment in the amount of \$78,000.00 to Terry L. and Anita Steen; payment of settlement funds to the property owners is contingent upon their execution and delivery of a Settlement Agreement as drafted by the Legal Department;

- o. Settlement of Right-of-Way #6059-A2 (G. Edward and Terri M. Kienzle), a partial take parcel necessary for the total reconstruction project from MP 320.00 to MP 326.00, by authorizing estimated just compensation in the amount of \$2,950.00 to Stevens & Lee, P.C.; payment of estimated just compensation to the property owners is contingent upon their execution and delivery of a Settlement Agreement as reviewed and approved by the Legal Department;
- p. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #14210-A1 (John J. Ghaznavi, successor trustee for Ahmad Lee Ghaznavi), a partial take parcel necessary for the total reconstruction project from MP 40.00 to MP 48.00; authorize payment of Estimated Just Compensation in the amount of \$2,000.00 to Goldberg, Kamin & Garvin, LLP, escrow agent; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- q. Acquisition of Right-of-Way #21110-A-01, a tenant relocation (property owners are Brian K. and Lori A. Goldizen and tenants are Scott D. Batcho and Kristen M. Stup) necessary for the total reconstruction project from MP 149.00 to MP 155.00, by authorizing payment of statutory down-payment supplement in the amount of \$6,300.00 to Scott D. Batcho and Kristen M. Stup; authorize 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 claimants is dependent upon the execution of an Application for Payment of Down Payment Supplement and all required supporting documentation, including an executed agreement of sale for the replacement dwelling and Decent, Safe and Sanitary inspection;
- r. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #7143-A (Brixmore GA Bristol Plaza, L.P., successor to HK New Plan Bristol Plaza, L.P.), a partial take parcel necessary for construction of the I-95/I-276 Interchange project; authorize payment of Estimated Just Compensation in the amount of \$954,300.00 to counsel to be 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;
- s. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #7138-C and #7138-C-01 (Henry A. Perotti, Jr. and Raymond E. Perotti, tenant: CBS Outdoor Advertising), a partial take parcel necessary for construction of the I-95/I-276 Interchange project; authorize payment of Estimated Just Compensation in the amount of \$65,300.00 for the real estate interests and \$44,850.00 for the outdoor advertising devise to counsel to be 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;
- t. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #7137-B (Moreco, Inc. and 83 Corp.), a partial take parcel necessary for construction of the I-95/I-276 Interchange project; authorize payment of Estimated Just Compensation in the amount of \$4,700.00 to counsel to be 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;
- u. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #7151-B (Crestwood Condominium Association), a partial take parcel necessary for construction of the I-95/I-276 Interchange project; authorize payment of Estimated Just Compensation in the amount of \$500.00 to counsel to be 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;



- v. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #7152-A (Bristol Township, successor in interest to Bristol Township Authority), a partial take parcel necessary for construction of the I-95/I-276 Interchange project; authorize payment of Estimated Just Compensation in the amount of \$600.00 to counsel to be 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;
- w. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #7156-D (Bonsal American, Inc., successor to American Stone-Mix, Inc.), a partial take parcel necessary for construction of the I-95/I-276 Interchange project; authorize payment of Estimated Just Compensation in the amount of \$75,700.00 to counsel to be 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;
- x. Acquisition of the donated Right-of-Way's necessary for the total reconstruction project from MP 320.00 to MP 326.00; and authorize the appropriate Commission officials to execute the easement agreements, as drafted and approved by the Legal Department:
- William H. and Laurie P. Silverman - R/W # 6070-A
  - Sharon Anapolsky, Trustee of the Sandra Lee Gambone Year 2002 Revocable Trust - R/W #6070-B, R/W #6070-D, R/W #6070-E, R/W #6070-F
  - Joseph Tarantino, Jr., Trustee of the Tarantino Family Irrevocable Trust- R/W #6070-C
  - Philip Harper - R/W #6071-A
  - Gerard F. and Mary O. Griesser - R/W #6071-B
  - Gary and Jennifer L. Fisher- R/W #6071-C
  - Henry C. and Alice M. Veitz- R/W #6071-E
  - Ning Sun- R/W #6071-F
  - Hakon Hakonarson and Maria Bjork Ivarsdottir- Parcel #96
- y. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #14062-H1 (James Gratton, III), a partial take parcel necessary for the total reconstruction project from MP 40.00 to MP 48.00; authorize payment of Estimated Just Compensation in the amount of \$500.00 to counsel to be 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;
- z. Adopt the Proposed Property Acquisition Resolution for Right-of-Way #7144-F (Asa T. and Mildred G. Smith), a partial take parcel necessary for construction of the I-95/I-276 Interchange project; authorize payment of Estimated Just Compensation in the amount of \$500.00 to counsel to be 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 Schoch, seconded by Commissioner Logan; and passed unanimously.

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#### ADVERTISING

Motion-That the Commission approves advertising for the items listed in memos "a" through "d":

- a. Engineering firm to perform biennial bridge inspection and sign structure inspection;

- b. Authorize Service Provider to provide coverage on the Mon/Fayette Expressway Toll 43, from MP M0.00 to M7.84 and MP M13.40 to MP M27.90;
- c. Consulting services to assist the IT Department in defining our business intelligence and analytics needs and in developing a strategy and architecture that will allow for the development of relevant, executive dashboards, user-friendly ad hoc reporting capabilities and forward-looking predictive analytics;
- d. Consulting services to assist the IT Department in developing an enterprise business services framework and IT resource inventory and implementing Information Technology Infrastructure Library (ITIL®) and IT Financial Management (ITFM) practices; and purchase two (2) cloud-based software tools as part of the ITSM and ITFM implementation.

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

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AWARD OF BIDS AND ISSUANCE OF PURCHASE ORDERS

Motion-That the Commission approves the Award of Bids, Change Orders and the Issuance of Purchase Orders for the items listed in memos “a” through “i”:

- a. Three (3) mobile trailer mounted stand-by generators, utilizing the Commonwealth’s contract with Cleveland Brothers Equipment Co., Inc.; at a total award of \$565,770.00;
- b. Change Order for additional plow blades and accessories for the 2013/2014 winter season:
 

Valk Manufacturing Company	\$ 20,000.00
Kennametal, Inc.	\$100,000.00
Chemung Supply Corp	<u>\$120,000.00</u>
ADDITIONAL FUNDS	\$240,000.00
Revised Purchase Order	\$445,000.00
- c. Liquid calcium chloride, to the lowest responsive and responsible bidders:
 

Calcium Chloride Sales Inc.	\$ 89,744.00	Districts 1 & 2
JMG Enterprises, Inc.	<u>\$ 67,575.00</u>	Districts 3, 4 & 5
Total Award	\$157,319.00	
Plus 25% contingency	<u>\$ 39,329.75</u>	
Total to Approve	\$197,000.00 (rounded)	
- d. Motor oil and lubricants, exercising our option to renew the agreement for an additional year (September 1, 2013-August 31, 2014) with PPC Lubricants, Inc.; at a total award of \$142,000.00;
- e. Change Order for mechanics hardware supply contract for additional supplies through the end of the contract (March 31, 2014), with Midwest Motor Supply Company dba Kimball Midwest; for an additional \$83,000.00, increasing the purchase order to \$215,000.01;

- f. Microsoft Windows server and exchange standard client access licenses (1,330), utilizing the Commonwealth's contract with CDW Government, Inc.; at total award of \$127,706.60;
- g. Varonis exchange mailbox and network file monitoring software and support, exercising our option to renew the agreement for an additional year with ePlus; at a cost of \$169,691.00;
- h. Automotive filters (September 1, 2013 – August 31, 2014), exercising our option to renew the agreements for an additional year:

Fred Beans	\$ 30,000.00
Sunbury Motors	\$ 20,000.00
Transedge Truck	\$ 30,000.00
Cherry Valley Tractor	<u>\$ 10,000.00</u>
ADDITIONAL FUNDS	\$ 90,000.00
Revised Purchase Order	\$362,000.00
- i. Microwave radio maintenance agreement for 3-years, utilizing the Commonwealth's contract with Alcatel-Lucent USA; at a total award of \$253,253.38.

-was made by Commissioner Schoch, seconded by Commissioner Logan; and approved unanimously.

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AWARD OF CONTRACT

Motion-That the Commission approves the Award of Contract #T-172.88S002-3-02 for the replacement of Bridges B-521A, B-521B and B-467B at MP 172.88, MP 172.89 and MP 172.43, respectively, to the lowest responsive and responsible bidder, Swank Construction Company, LLC; at a not-to-exceed amount of \$9,983,691.61 and a contingency of \$400,000.00-was made by Commissioner Schoch, seconded by Commissioner Logan; and passed unanimously.

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SUPPLEMENT

Motion-That the Commission approves Supplemental Agreement #3 with L.D. Astorino & Associates, Ltd, for open-end MEP (mechanical, electrical, plumbing) design services, for an additional \$50,000.00, increasing the not-to-exceed amount to \$1,286,000.00; additional funds are necessary for the renovation of the Everett PA State Police Barracks as a result of design changes to the project requirements-was made by Commissioner Schoch, seconded by Commissioner Deon; Chairman Lieberman abstained.

CHAIRMAN LIEBERMAN: I ABSTAIN ON THIS ITEM BECAUSE L.D. ASTORINO & ASSOCIATES, LTD. IS A CLIENT OF MY FIRM.

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CHANGE ORDERS AND FINAL PAYMENTS

Motion-That the Commission approves the Change Orders and Change Orders/Final Payments for the items listed in memos “a” through “e”:

- a. Change Order #2 and Final Payment for Contract #EN-00105-03-05 with Lane Construction Corporation for roadway and miscellaneous repairs between MP 0.00 and MP 75.39, Toll I-376, Turnpike 66 and Turnpike 43, for a decrease of \$24,456.56 to balance items to the work completed; for a final contract value of \$975,543.44 and a final amount due to the contractor of \$48,751.52;
- b. Change Order #5 and Final Payment for Contract #T-129.00R001-3-02 with New Enterprise Stone and Lime Company, Inc. for bituminous resurfacing between MP 128.88 and MP 138.19, for a decrease of \$1,337,756.08 to balance items to the work completed; for a final contract value of \$17,780,576.18 and a final amount due to the contractor of \$611,428.83;
- c. Change Order #1 for Contract #T-014.96S001-3-02 with Hercules Painting Company, Inc. for the rehabilitation of five bridges between MP 14.96 and MP 19.67, for an additional \$220,341.34 for Class AA concrete repairs to abutment and curbing, concrete deck repairs, milling and paving, additional mobilization, inlet repairs and under the bridge deck protection shielding for traffic protection;
- d. Change Order #17 and Final Payment for Contract #M-015.30X001-3-01 with Walsh Construction for construction of section 51H of the Mon/Fayette Expressway, for a decrease of \$1,310,083.03 as a settlement and release of claims and litigation with Walsh; for a final contract value of \$95,563,399.22 and final amount due to the contractor of \$794,697.64;
- e. Change Order #2 for Contract #T-326.20T001-3-02 with Flyway Excavating, Inc. for construction of the stormwater management basin at South Gulph Road, for an additional \$15,000.00 to repair the protective deer fence at the Norristown Farm Park.

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

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SIGNING AUTHORITY

Motion-That the Commission approves the signing authority of the Chief Executive Officer, Chief Information Officer and the Director of Fare Collection and Field Operations for the items listed in memos “a” through “c”:

- a. Authority for the Chief Executive Officer to enter into Non-disclosure Agreements (NDA’s) with IT vendors to remain up-to-date on the latest technologies and products;
- b. Authority for the Chief Information Officer to approve invoices up to \$15,000.00 for unplanned, extraordinary events (storms, lightning strikes, vandalism, accidents, etc.) as part of the Communications System Maintenance contract (currently with Transcore);
- c. Authority for the Director of Fare Collection and Field Operations to approve projects within the Fare Collection Interchange Rehab budget for projects with pre-approved unit costs as listed in the Fare Collection Systems Agreement, Appendix B; and authority to the Director of Fare

Collection and Field Operations to approve collateral work (for which there is no pre-determined line item cost) up to a value of \$50,000.00 with the concurrence of the Chief Executive Officer.

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

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#### PAYMENTS

Motion-That the Commission approves payments for the items listed in memos "a" through "c":

- a. Payment of \$384,627.00 to TransCore for jersey barrier installation, island replacement and conduit replacement at the Pittsburgh Interchange;
- b. Payment of \$451,647.00 to the Indiana Bat Conservation Fund to mitigate for the loss of forest land associated with remediation of the New Baltimore Slide;
- c. Payment of \$90,111.25 to HMSHost Family Restaurants, LLC to reimburse HMSHost for the actual costs incurred with the construction of the additional truck parking area at South Somerset Service Plaza, due to differing site conditions, design fee, anti-graffiti coating and a credit to the Commission for a retaining wall; and authorize the execution of all necessary documents.

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

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#### POLICY LETTERS AND POLICIES

Motion-That the Commission approves and adopts the eliminations and revisions to the Policy Letters and Policies for the items listed in memos "a" through "d":

- a. **REMOVED.**
- b. **REMOVED.**
- c. Revisions to the Indemnification and Hold Harmless Policy in accordance with the governing statute;
- d. **REMOVED.**

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

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#### TOLL INCREASE

Motion-That the Commission approves amending the 2014 Annual Toll Increase, which was previously approved at the July 16, 2013 Commission Meeting, to clarify that toll rates will be increased as previously described for the Mainline and all extensions, except for the Southern Beltway, effective January 5, 2014-was made by Commissioner Schoch, seconded by Commissioner Logan; and passed unanimously.

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PSPC AWARDS

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

- a. RFP #13-40110-4132. Furnishing of a smart work zone system for the I-276/I-95 Interchange:
- Beth’s Barricades-AWARDED
  - Renaissance Technologies, Inc.

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

- b. Ref #3-244. Open-end Intelligent Transportation System (ITS) design services:
- URS Corporation-AWARDED
  - AECOM Technical Services, Inc.

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

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NEXT COMMISSION MEETING

Ms. Edmunds: The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, September 17, 2013 beginning at 10:00 am.

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POST-FORMAL MEETING

Todd Garrison and Jack Christensen provided a presentation on Mapping the Future, a collaborative effort between the Commission and PennDOT, to share resources.

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ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned, was made at 11:55 a.m. -made by Commissioner Schoch, seconded by Commissioner Logan; and passed unanimously.

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PREPARED BY:

APPROVED BY:

Ann Louise Edmunds  
Assistant Secretary Treasurer

Pasquale T. Deon, Sr.  
Secretary Treasurer

ATTACHMENT NUMBER 1

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