

MINUTES OF THE COMMISSION MEETING HELD NOVEMBER 2, 2020

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 11:13 a.m. on Tuesday, November 2, 2020 at the Central Office located in Highspire, Pennsylvania. Available via telephone for the meeting were Yassmin Gramian, P.E., Chair; William K. Lieberman, Vice Chair; John Wozniak, Secretary Treasurer and Pasquale T. Deon, Sr., Commissioner. Present for the meeting was Wadud Ahmad, Commissioner.

Available for the meeting were Mark P. Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Larry Bankert, Michael Baker Int'l (via telephone); Robert Brady, Director of Operations/Projects-East (via telephone); Carl DeFebo, Jr., Director of Public Relations & Marketing; Rick Dreher, Chief Financial Officer; Bradley J. Heigel, P.E., Chief Engineer; Doreen McCall, Chief Counsel; Ray Morrow, Chief Compliance Officer; Stacia Ritter, Asst. COO-Toll Collection (via telephone); Robert Taylor, Chief Technology Officer (via telephone); and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via telephone were Kelly Horvath, Executive Administrative Assistant; Don Klingensmith, Director of Procurement and Logistics; Shawn Laudenslager, End User Support Supervisor (in person); Kim Tosh, Debt and Derivatives Manager; Wanda Metzger, Manager of Professional Services Procurement; Gina Murray, Senior Procurement Specialist; Jeff Naugle, Manager of Treasury Operations; Jesse Ream, Communication Systems Program Manager (in person); Ann Mark, McMahon Assoc.; Eric Madden, JMT; Jessica Donnelly, PRAG; Jill Bolt, T. Y. Lin; Jim Gordon, A. Morton Thomas; Jim McNally, Truis, Inc.; Jon Livingston, Jacobs; Julie Burger, Wells Fargo; Kyle Rankin, AMT; Mahmood Shehata, RKK; Mark Karolski, Buchart Horn; Matt Shinton, Kimley-Horn; Milly Lee, PFM; Pete Capizzi, Quality Engineering; and Bob Rich.



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 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 a promotion, reclassification and department reorganization.

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



PUBLIC COMMENT

Mrs. Edwards: The public is welcome to address the Commission regarding items listed on the Agenda or other items not listed on the Agenda that are within the Commission's authority or control. In order to conduct an orderly and effective meeting, all persons wishing to address the Commission should have requested time to speak. If you have not done so, you are invited to do so at this time.

We had no requests to address the Commission.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held October 20, 2020 be approved and filed as submitted-was made by Commissioner Ahmad, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATIONS

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



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



NEW BUSINESS

POLICIES

Motion-That the Commission adopts revisions to Commission Policies as listed in memos “a” and “b”:

- a. Policy 8.01, Acceptable Use of Commission Technology Resources, to update and clarify definitions and procedures;
- b. Policy 8.07, Mobile Device Policy, to restructure, consolidate, and to clarify procedures.

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



AGREEMENTS

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

- a. Purchase of up to four (4) Unmanned Aircraft Systems (UAS) for use by PSP for accident reconstruction on the Turnpike System for a total amount not-to-exceed \$60,000; a Reimbursement Agreement with the Pennsylvania Department of Transportation (PennDOT), for PennDOT to reimburse the Commission (up to \$50,000) for the purchase of the UAS; and an Interagency Agreement with the Pennsylvania State Police (PSP) to transfer title of the UAS to the PSP for accident reconstruction on the Turnpike System;
- b. Memorandum of Understanding (MOU) with Cecil Township to provide for a lump sum payment to the Township in the amount of the proposal provided, but in any event, not to exceed \$32,500.00 to facilitate the planting of trees adjacent to the Turnpike where vegetation was removed for the Southern Beltway, Section 55C2-1.

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



RIGHT-OF-WAY REQUEST

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

- a. Acquisition of Right-of-Way #14329 (UMH PA Three Rivers, LLC; Lorraine Perri), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$85,295.03 representing fair market value and pro-rated taxes; \$67,495.03 payable to Tri County Abstracting Agency, LLC and \$17,800.00 payable to Jefferson Hills Renovations, Inc.; authorize the appropriate Commission officials to execute the Agreement of Sale 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 the fair market value to the tenant (Lorraine Perri) is contingent upon delivery of the mobile home title;

- b. Acquisition of Right-of-Way #14S710 (Borough of West Mifflin), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$3,300,000 representing fair market value to the Borough of West Mifflin; 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 owner is contingent upon the delivery of a Temporary Construction Easement as prepared by the Legal Department;
- c. Acquisition of Right-of-Way #7121-A (The Estate of Samuel J. Black), a total take parcel necessary for construction of the I-95 Interchange project by authorizing payment up to \$4,000.00 representing Section 710 statutory damages; also authorize payment of \$2,800.00 representing reimbursement of appraisal fees to The Estate of Samuel J. Black;
- d. Settlement of Right-of-Way #6402-B (Nancy O. Brown), a partial take parcel necessary for the total reconstruction from MP A20.00 to MP A30.00 by authorizing payment of \$354,176.89 representing full and final settlement of the claim to Fox Rothschild, LLP, escrow agent; and payment of the settlement funds to the property owner is contingent upon the delivery of a Full and Final Settlement Agreement and Release as approved by the Legal Department.

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



LIABILITY INSURANCE

Motion-That the Commission approves payment of the Chubb Cyber Liability Insurance (November 7, 2020 – November 7, 2021), through our broker, Conner Strong & Buckelew; at an annual premium of \$149,104.00 -was made by Commissioner Ahmad, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion-That the Commission approves the Award of Bids, Change Order and Issuance of Purchase Orders for the items listed in memos "a" through "f":

- a. UPS maintenance for APC/MGE units (November 2020 – September 2022), to the lowest responsive and responsible bidder, Unified Power d/b/a On Computer Services, LLC; at an award of \$321,110.00;
- b. UPS maintenance for Eaton/Powerware units (November 2020 – September 2022), to the lowest responsive and responsible bidder, United Power System, Inc.; at an award of \$472,255.85;
- c. UPS maintenance for Emerson/Liebert units (November 2020 – September 2022), to the lowest responsive and responsible bidder, United Power & Battery Corp.; at an award of \$619,430.00;

- d. Stop Loss insurance, exercising the option to renew the agreement through December 2021 with Avalon Insurance Company; at a cost of \$789,202.00;
- e. Thirty-two (32) dump trucks (9 single axle, 23 tandem axle), to the sole responsive bidder, Legacy Truck Centers, Inc./Fire & Rescue Products; at an award of \$8,331,453.00;
- f. Asset Management System (sign, pavement, stormwater and tunnel management) through December 2023 with Agile Assets, Inc., to include implementation services for LRS Gateway module deployment; at a cost of \$496,213.00.

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



AWARD OF CONTRACTS

Motion-That the Commission approves the Award of Contracts for the items listed in memos “a” and “b”:

- a. Contract #T-090.20S001-3-02 for slope remediation at MP 90.20, to the lowest responsive and responsible bidder, Plum Contracting, Inc.; at a not-to-exceed amount of \$742,918.22 and a contingency of \$37,000.00;
- b. Contract #T-144.85S001-3-02 for the replacement of Bridge B-510 at MP 144.85, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$3,224,667.00 and a contingency of \$150,000.00.

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



BOND RESOLUTIONS

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

- a. Approve of the issuance of the Pennsylvania Turnpike Commission’s subordinate revenue bonds 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 \$550,000,000, 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) any debt service reserve or similar funds, credit facility costs or capitalized interest related to such bonds, and (d) 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, and (7) 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 co-bond counsel (Stradley Ronon Stevens & Young, LLP and Raffaele & Puppio LLP) and disclosure counsel (Dilworth Paxon, LLP) relating to the issuance of the Pennsylvania Turnpike Commission's subordinate revenue bonds 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 \$550,000,000 (based on par amount);
- c. Providing for the appointment of one or more underwriters (Loop Capital Markets LLC; NW Capital Markets, Inc.; Stifel, Nicolaus & Company, Inc./Backstrom McCarley Berry & Co.; Raymond James & Associates, Inc.; Boenning & Scattergood; and Janney Montgomery Scott LLC) relating to the issuance of the Pennsylvania Turnpike Commission's subordinate revenue bonds 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 \$550,000,000 (based on par amount).

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



SUPPLEMENTAL AGREEMENT

Motion-That the Commission approves the negotiation and execution of Supplemental Agreement #5 for construction consultation services on the Southern Beltway project, US 22 to I-79, with Stantec Consulting Services, Inc., for an increase of \$120,000.00 to complete additional design work necessary for drainage improvements along S.R. 980; for a revised not-to-exceed amount of \$7,945,000.00-was made by Commissioner Ahmad, seconded by Commissioner Deon, and passed unanimously.



PSPC ITEMS

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

- a. T00160/T00161, traffic engineering services:
 - A. Morton Thomas and Associates, Inc.-AWARDED
 - McMahon Associates, Inc.-AWARDED
 - Pennoni Associates, Inc.
 - Drive Engineering Corp.

-was made by Commissioner Wozniak, seconded by Commissioner Deon, and passed unanimously. The Commission has selected firms A. Morton Thomas and Associates, Inc. and McMahon Associates, Inc. for award based on the Commission's determination that the firm's Statement of Interest are the most advantageous to the Commission as determined by the Commission based on its review of all

materials submitted. The firms have demonstrated a high level of experience on past similar projects and demonstrated the ability to deliver the required services.

b. RFP 8987, financial advisory services:

Financial Advisor:

- Public Resources Advisory Group, Inc.-AWARDED
- PFM Financial advisors, LLC
- Acacia Financial Group, Inc.

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

Co-Financial Advisor:

- Phoenix Capital Partners, LLP-AWARDED
- Acacia Financial Group, Inc.
- PFM Financial Advisors, LLC

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

The Commission has selected Public Resources Advisory Group, Inc. as financial advisor and Phoenix Capital Partners, LLP as co-financial advisor for award based on the Commission's determination that the firms' Proposals are the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firms have extensive experience in high finances and are highly qualified. Phoenix Capital Partners, LLP has done a good job on previous work with the Commission.



NEXT COMMISSION MEETING

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



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:35 a.m.-was made by Commissioner Ahmad, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Assistant Secretary Treasurer

John Wozniak
Secretary Treasurer