

MINUTES OF THE COMMISSION MEETING HELD NOVEMBER 5, 2013

A formal telephone meeting of the Pennsylvania Turnpike Commission convened at 10:28 a.m. November 5, 2013 at the Central Office located in Highspire, Pennsylvania. Available via phone for the meeting were William K. Lieberman, Chairman; A. Michael Pratt, Esquire, Vice Chairman; 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.; Scott D. Fairholm, Chief Information Officer; Nikolaus Grieshaber, Chief Financial Officer; Bradley J. Heigel, P.E., Chief Engineer; Doreen McCall, Chief Counsel; Myneca Y. Ojo, Director of Diversity and Inclusion; Stacey Ritter, Director of Government Affairs and Ann Louise Edmunds, Assistant Secretary Treasurer.

Others in attendance were Michael D. Begler, Director of Operations Review; Susan Carson-Casoni, Cash Manager; Jack Christensen, Director of FEMO; Carl Defebo, Jr., Director of Public Relations & Marketing; Richard C. Dreher, Assistant CFO; Donald S. Klingensmith, P.E., Director of Contracts Administration; Donna Lapano, Executive Office Assistant; Anthony Q. Maun, Assistant CFO/Accounting & Budgeting; Jeffrey A. Naugle, Manager of Treasury Operations; Robert H. Rosell, Technician of PC/LAN Systems; Kristi Reichard, Raudenbush Engineering and Paul McNamee, KCI Technologies.

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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 TERMINATIONS, PROMOTIONS, NEW HIRES, VACANCIES AND REQUESTS TO RECLASSIFY AND TO POST AND FILL POSITIONS IN THE ENGINEERING, MAINTENANCE AND COMMUNICATIONS AND PUBLIC RELATIONS 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 AND PAUL MCNAMEE, KCI TECHNOLOGIES.

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MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held October 22, 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 memo received from the Chief Counsel -was made by Commissioner Schoch, seconded by Commissioner Logan, 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

OPEB TRSTEES

Motion-That the Commission approves the reappointment of the following as Trustees for the PTC Retiree Medical Trust for Other Post-Employment Benefits (OPEB), for the term January 3, 2014 – January 3, 2016:

Chairman Lieberman  
Commissioner Pasquale T. Deon, Sr.  
Chief Financial Officer  
Chief Counsel  
Assistant CFO of Accounting and Budget  
Director of Human Resources

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

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### AGREEMENTS

Motion-That the Commission approves the negotiation and execution of the Memorandum of Understanding, Agreements, a Supplement, and Amendments for the items listed in memos "a-d and g- h":

- a. Memorandum of Understanding with Penn Forest Township for the installation of traffic signals, video detection cameras and left turn phasing onto the Turnpike at the intersection of S.R. 903 and the new AET interchange ramps at MP A87.07; at a not-to-exceed amount of \$25,000.00;
- b. Reimbursement Agreement with PPL Electric for engineering and relocation of their aerial electric lines necessary for the total reconstruction project from MP 220.00 to MP 227.00 (MP 221.31, Bridge B-530); at a not-to-exceed amount of \$245,117.44;
- c. Reimbursement Agreement with PPL Electric for engineering and relocation of their aerial electric lines necessary for the total reconstruction project from MP 220.00 to MP 227.00 (MP 224.33); at a not-to-exceed amount of \$41,407.15;
- d. Reimbursement Agreement with Bedford Rural Electric Cooperative for engineering and relocation of their aerial electric lines necessary for the total reconstruction project from MP 128.00 to MP 134.00 (MP 128.99); at a not-to-exceed amount of \$22,937.94;
- g. Agreement with Bensalem Township to outline the responsibilities of the Street Road Slip Ramp including fees/costs, liquidated damages and wetland mitigation;
- h. Amendment to our agreement with The Gordian Group for the operation of the Job Order Contracting (JOC) program, to extend their agreement to May 31, 2014.

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

Motion-That the Commission approves the negotiation and execution of the Supplemental Agreement for the item listed in memo "e":

- e. Supplemental Agreement with PECO Energy Company for engineering and relocation of their electrical lines necessary for the replacement of Bridge EB-729 at MP 316.58, for an additional \$62,318.09 for a change in conduit type and the additional labor for the type of conduit required; at a not-to-exceed amount of \$152,739.55;

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

VICE CHAIRMAN PRATT: MR. CHAIRMAN, I ABSTAIN ON THIS ITEM BECAUSE PECO IS A CLIENT OF MY FIRM.

The motion passed.

Item “2f” was **REMOVED FROM THE AGENDA.** Amendment to our Lease Agreement with HMSHost to modify certain terms and conditions as negotiated by the parties;

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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 “c”:

- a. Acquisition of Right-of-Way #17069 (*James A. and Sandra Bongiorno*), a total take parcel necessary for construction of the Southern Beltway, by authorizing payment of fair market value, pro-rated taxes and recording fees in the amount of \$166,570.00 to Karen Coon and Company, escrow agent; authorize the appropriate Commission officials to execute the agreement of sale and other documents as may be required for closing; authorize the payment of additional statutory damages, as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon their delivery of a deed as prepared by the Legal Department;
- b. Acquisition of Right-of-Way #12034-A (*Donald R. and Carol L. Pletz*), a total take parcel necessary for the Big Beaver River Bridge replacement project, by authorizing payment fair market value, pro-rated taxes and recording fees in the amount of \$79,565.00 to McClain, Young & Patterson, escrow agent; authorize the appropriate Commission officials to execute the agreement of sale and other documents as may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Acquisition group and approved by the Chief Counsel; and payment of fair market value to the property owners is contingent upon their delivery of a deed as prepared by the Legal Department;
- c. Acquisition of Right-of-Way #3192-C (*Barry L., Dennis E. and Thomas L. Garman*), 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 \$3,603.25 to Barry L., Dennis E. and Thomas L. Garman; authorize the appropriate Commission officials to execute the agreement of sale and other documents as may be required for closing; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel; and payment of fair market value is contingent upon the property owners’ delivery of a deed as prepared by the Legal Department.

-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” and “b”:

- a. Authorized Service Provider coverage from MP A37.90 to MP A67.50;
- b. Annual financial statement audits.

-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 and the Issuance of Purchase Orders for the items listed in memos “a” through “c”:

- a. Facilities contracts for landscaping, to the lowest responsive and responsible bidders:

The U Company	\$100,000.00	District 1
M & M Landscaping LLC	<u>100,000.00</u>	District 4
TOTAL AWARD	\$200,000.00	

- b. SAP GRC Software Subject Matter Expert (November 18, 2013 – June 30, 2014), utilizing the Commonwealth’s contract with Computer Aid; at a total award of \$300,000.00;
- c. Gold Client software (for SAP), implementation and training, to the lowest responsive and responsible bidder, Hayes Technology Group, Inc.; at a total award of \$158,708.00.

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

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AWARD OF A CONTRACT

Motion-That the Commission approves the Award of Contract #A-068.53S002-3-02 for design/build project for the replacement of Bridge NB-391 at MP A68.53, to the lowest responsive and responsible bidder, Trumbull Corporation; at a not-to-exceed amount of \$34,341,807.64 and a contingency of \$1,500,000.00;

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

CHAIRMAN LIEBERMAN: I ABSTAIN ON THIS ITEM BECAUSE TRUMBULL CORPORATION IS A CLIENT OF MY FIRM.

The motion passed.

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SUPPLEMENTAL AGREEMENTS

Motion-That the Commission approves negotiation and execution of Supplemental Agreement for the item listed in memo “a”:

- a. Supplemental Agreement #1 with Parsons Brinckerhoff, Inc. for design services of the Southern Beltway, Section 55C-1, US 22 to I-79, for an additional \$2,500,000.00 to complete final design and for consultation during construction services; for a total not-to-exceed amount of \$12,500,000.00;

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

COMMISSIONER LOGAN: I ABSTAIN ON THS ITEM BECAUSE MY WIFE’S UNCLE IS EMPLOYED BY PARSONS BRINCKERHOFF, INC.

Motion-That the Commission approves negotiation and execution of Supplemental Agreement for the item listed in memo “b”:

- b. Supplemental Agreement #3 with JBC Associates, Inc. for construction management/inspection services on the SR 29 AET interchange project, for an additional \$159,829.52 for an extra work cost agreement, final punch list items, and additional design, construction and inspection necessary to modify two infiltration basins; for a total not-to-exceed amount of \$4,859,514.55.

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

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#### CHANGE ORDERS AND FINAL PAYMENTS

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

- a. Change Order #1 for Contract #T-236.00R001-3-02 with New Enterprise Stone and Lime Company, Inc. for bituminous overlay between MP 236.39 and MP 241.97, for an additional \$45,878.56 to balance items to actual work completed, changes to line paint, and an 18-day time extension due to an accident closing I-81 causing traffic to be detoured onto the Turnpike for several days;
- b. Change Order #1 for Contract #T-027.77S001-3-02 with Gulisek Construction, LLC for rehabilitation of four bridges between MP 27.77 and MP 29.72, for an additional \$75,020.69 to balance items to actual work completed, changes for concrete repairs, bridge deck repairs, concrete barrier, impact attenuators and a 27-day time extension due to more than anticipated concrete repairs;
- c. Change Order #4 and Final Payment for Contract #T-220.00T001-3-03 with Susquehanna Valley Construction Corporation for the replacement of Bridge B-532 at MP 222.33, for a decrease of \$83,069.57 to balance items to actual work completed; for a final contract value of \$3,008,609.49 and a final payment of \$66,078.51 due to the contractor;
- d. Change Order #5 for Contract #T-040.00T001-3-04 with Gulisek Construction, LLC for the replacement of Bridge WB-423 at MP 40.20, for a 7-day time extension due to additional electrical work and modifications to the access gates, the abandonment of septic tanks and additional right-of-way fence.

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

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#### SWAP AGREEMENTS

Motion-That the Commission approves authorizes certain amendments to and terminations of the Commission’s Interest Rate Swaps; authorize certain offsetting Swap Agreements; 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; Commissioner Pratt abstained.

VICE CHAIRMAN PRATT: MR. CHAIRMAN, I ABSTAIN ON THIS ITEM BECAUSE GOLDMAN SACHS, MORGAN STANLEY, JPMORGAN CHASE AND CITIBANK ARE CLIENTS OF MY FIRM.

The motion passed.

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POLICY LETTER

**REMOVED FROM THE AGENDA-** Approve the revisions to Policy Letter 3.10, Code of Conduct, to expand the policy to create a more comprehensive Code of Conduct for Commission employees.

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NEXT COMMISSION MEETING

Ms. Edmunds: The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, November 19, 2013 beginning at 10:00 am.

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ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned was made at 10:36 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