

MINUTES OF THE COMMISSION MEETING HELD NOVEMBER 15, 2011

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:13 a.m., November 15, 2011 at the Central Office located in Highspire, Pennsylvania. Present for the meeting were William K. Lieberman, Chairman; A. Michael Pratt, Esq., Vice Chairman; J. William Lincoln, Secretary Treasurer; Pasquale T. Deon, Sr., Commissioner and Barry J. Schoch, P.E., Secretary of Transportation.

Others present were Roger E. Nutt, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Robert F. Brady, Director of Operations/Projects-East; Richard S. DiPiero, Director of Fare Collection; Nikolaus Grieshaber, Chief Financial Officer; Jeffrey L. Hess, Director of Operations/Projects-West; Frank J. Kempf, Jr., Chief Engineer; Doreen McCall, Chief Counsel; Myneca Y. Ojo, Director of Diversity & Inclusion; Joseph P. Suess, Acting Chief Information Officer; and Jeffrey A. Naugle, Assistant Secretary Treasurer.

Also in attendance were Michael D. Begler, Director of Operations Review; John Christensen, Manager of Facilities & Energy Management Operations; Kelly Decker, Attorney IV; Carl E. Defebo, Jr., Manager of Public Information-East; Derek S. Hansel, Assistant Chief Financial Officer; Donald S. Klingensmith, P.E., Manager of Contracts Administration; Donna Lapano, Executive Office Assistant; Anthony L. Maniscola, Special Investigator; Robert H. Rosell, Technician of PC/LAN Systems; Cathy L. Sabo, Senior General Accountant; Lynn Stakem, General Accountant; Kathy Thomas, Administrative Secretary; Chris Will, Investment Manager; Dean Kohr, Atkins and Bruno Fiorentino, Burns Group.

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Mr. Naugle led the Commissioners and staff in the Pledge of Allegiance.

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The Assistant Secretary Treasurer, Jeff Naugle, called the roll and declared a quorum present.

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SUNSHINE ANNOUNCEMENT

MR. NAUGLE: THE COMMISSIONERS MET IN EXECUTIVE SESSION PRIOR TO TODAY'S FORMAL AGENDA SESSION TO CONSIDER MATTERS OF PERSONNEL, WHICH INCLUDED A TERMINATION, PROMOTION, RECLASSIFICATIONS, EQUITY ADJUSTMENTS, VACANCIES, NEW HIRES AND REQUESTS TO ABOLISH AND CREATE; TO CREATE AND FILL; TO POST AND FILL; AND TO CREATE, POST AND FILL POSITIONS IN THE FINANCE AND ADMINISTRATION, ENGINEERING, LEGAL AND FACILITIES AND ENERGY MANAGEMENT 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

MR. NAUGLE: 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.

DEAN KOHR, ATKINS
BRUNO FIORENTINO, BURNS GROUP

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MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held November 1, 2011 be approved and filed as amended-was made by Commissioner Lincoln seconded by Commissioner Pratt; 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 & Asset Management -was made by Commissioner Lincoln, seconded by Commissioner Schoch; and passed unanimously.

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PERSONNEL

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

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NEW BUSINESS

UMBRELLA/EXCESS COVERAGE

Motion-That the Commission authorizes the purchase of Umbrella/Excess Coverage for Workers' Compensation, General Liability and Auto Liability to protect the Commission against large losses for which no coverage currently exists. The Commission's insurance broker, Joyce, Jackman and Bell, would place coverage as appropriate-was made by Commissioner Lincoln, seconded by Commissioner Deon; and passed unanimously.

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AGREEMENTS

Motion-That the Commission approves the negotiation and execution of the Agreement for the item listed in memos “a, b, c, e, f, h and j”:

- a. Reimbursement Agreement with Norfolk Southern Railroad for the Commission to reimburse the railroad the costs associated with the engineering and protective services necessary for the replacement of Bridge EB-103 at MP 228.54; for a not-to-exceed amount of \$250,000.00;
- b. Supplemental Agreement with Dominion Peoples Gas Co. to relocate various underground facilities necessary for the total reconstruction project from MP 31.00 to MP 40.00; for an increase of \$62,152.81; increasing the not-to-exceed amount to \$199,652.81;
- c. Reimbursement Agreement with ATT for the Commission to reimburse ATT the costs associated with the engineering and protective services necessary for construction of the access ramp at MP 250.3 WB; for a not-to-exceed amount of \$30,712.50;
- e. Reimbursement Agreement with AQUA PA for AQUA to reimburse the Commission the costs associated with the design, construction in installation of a new waterline crossing necessary for the replacement of Bridge DB-229 at MP 352.36; for an estimated cost of \$458,910.00;
- f. Agreement with Gilmore & Associates, Inc. to survey approximately 10-acres of property that was rezoned and can be developed commercially; for a not-to-exceed amount of \$8,875.00;
- h. Lease Agreement with Allentown SMSA Limited Partnership d/b/a Verizon Wireless to permit them to lease space in the Lehigh Tunnel Tubes; Verizon will pay the Commission the initial lease rate of \$16,200.00 for the first year, with 3% increases every year after that with an initial lease term of five (5) years, with the right to extend the lease on a year-to-year basis;
- j. Agreement with Chesapeake Appalachia, LLC to lease approximately 190 acres of Right-of-Way on the Mon/Fayette Expressway for the purpose of exploring, developing, and producing oil and gas from the Marcellus Shale formation.

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

Motion-That the Commission approves the negotiation and execution of the Agreement for the item listed in memos “d, g and i”:

- d. Reimbursement Agreement with PECO Energy for the Commission to reimburse PECO the costs associated with the gas line relocation necessary for the replacement of Bridge DB-229 at MP 352.36; for a not-to-exceed amount of \$59,070.00;

- g. Reimbursement Agreement with PECO Energy for the Commission to reimburse PECO the costs associated with the aerial facility relocation necessary for the replacement of Bridge DB-229 at MP 352.36; for a not-to-exceed amount of \$1,875,000.00;
- i. Reimbursement Agreement with PECO Energy for PECO to reimburse the Commission the costs associated with the installation of new conduit necessary for the I-95/I-276 Interchange project;

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

VICE CHAIRMAN PRATT: MR. CHAIRMAN, I ABSTAIN ON THE BASIS THAT THE COMPANY SET FORTH IN THIS AGENDA ITEM IS A CLIENT OF THE FIRM OF WHICH I AM A PARTNER. I ASK THAT THE SECRETARY PLEASE HAVE THE MINUTES OF THE MEETING REFLECT MY ABSTENTION ON THIS VOTE.

The motion passed.

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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 #14070-RB, a partial take parcel, necessary for the total reconstruction project from MP 40.00 to MP 48.00; by authorizing a transfer of the property from the township to the Commission and after construction, the Commission will transfer to the Township the landlocked remnants of the property formerly of Red Raven, Inc.; authorize the appropriate Commission officials to execute Settlement Agreement and General Release; and authorize the transfer of the former Red Raven property to the Township by authorizing the execution of a deed as prepared by the Legal Department;
- b. Acquisition of Right-of-Way #14212-A, a partial take parcel, necessary for the total reconstruction project from MP 40.00 to MP 48.00; by authorizing payment in the amount of \$90,000.00 to The Township of Indiana, representing fair market value; authorize the appropriate Commission officials to execute the agreement of sale; authorize the payment of additional statutory damages as calculated by the Legal Department and approved by the Chief Executive Officer; and payment of the fair market value to the property owner is contingent upon the delivery of a deed prepared by the Legal Department;
- c. Settlement of Right-of-Way #6059-E, a total take parcel, necessary for the roadway and bridge reconstruction project from MP 319.00 to MP 326.00; by authorizing settlement payment in the amount of \$475,000.00 to Buckley, Brion, McGuire, Morris & Sommer, LLP.

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

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ADVERTISING

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

- a. Pavement Management System;
- b. Contract #S-006.00X002-3-03 for structural demolition and/or removal for the Southern Beltway project between US 22 and I-79;
- c. Two (2) full service open-end advertising/marketing/public relations services for marketing plan development.

-was made by Commissioner Lincoln, seconded by Commissioner Pratt; 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 Issuance of Purchase Orders for the items listed in memos “a” and “b”:

- a. Two (2) mobile generators (with training), utilizing the Commonwealth’s contract with Cleveland Brothers; at a total award of \$303,970.00;
- b. Exercise our 3rd option to renew the agreement for toll collector uniforms with Unitec Distribution for an additional year; at an additional \$90,000.00.

-was made by Commission Lincoln, seconded by Commissioner Pratt; the passed unanimously.

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FEMA ASSISTANCE

Motion-That the Commission adopts the Resolution to authorize the Chief Financial Officer to execute, on behalf of the Commission, all forms necessary to comply with the requirements for FEMA Assistance Declarations without formal Commission action-was passed unanimously.

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SUPPLEMENTAL AGREEMENTS

Motion-That the Commission approves the Supplemental Agreements for the item listed in memo “a”:

- a. Supplemental Agreement #5 with McCormick Taylor, Inc. for an increase to the FAR (overhead) rate for work completed in 2010, for an increase of \$141,604.29;

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

COMMISSIONER SCHOCH: I ABSTAIN ON THIS ITEM BECAUSE I HAVE A PAST RELATIONSHIP WITH THIS CONSULTANT.

Motion-That the Commission approves the Supplemental Agreement for the item listed in memo "b":

- b. Supplemental Agreement #2 for Agreement #4400001621 with L. D. Astorino & Associates, Ltd. for open-end MEP design services, for an increase of \$76,000.00; increasing the not-to-exceed amount to \$1,236,000.00;

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

CHAIRMAN LIEBERMAN: I ABSTAIN ON THIS ITEM BECAUSE THE CONSULTANT IS A CLIENT.

Motion-That the Commission approves the Supplemental Agreements for the items listed in memos "c" and "d":

- c. Supplemental Agreement #1 for Agreement #4400002844 with Navarro & Wright Consulting Engineers, Inc. for open-end construction inspection services in the west, for an increase of 200,082.00; increasing the not-to-exceed amount to 1,050,082.00;
- d. Supplemental Agreement #5 for Agreement #4400001234 with Michael Baker Jr., Inc. for ongoing design/construction management services of the service plazas until August 2014, the anticipated completion date of the service plaza development project, for an increase of \$1,400,000.00.

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

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CHANGE ORDERS

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

- a. Change Order #3 for Contract #A-078.00R001-3-02 with Pikes Creek Site Contractors for bituminous resurfacing and median barrier replacement between MP A77.99 and MP A88.52, for a decrease of \$2,991,292.55;
- b. Change Order #1 for Contract #T-292.00R001-3-02 with Reading Site Contractors for bituminous overlay between MP 292.00 and MP 299.30, for a 202-day time extension.

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

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PSPC RECOMMENDATIONS

Motion-That the Commission approves the selection recommendations from the Professional Services Procurement Committee (PSPC) and authorizes the negotiation and execution of an agreement with the first firm listed in memos “a” and “c”:

- a. Open-end Mechanical, Electrical and Plumbing services systemwide; at a not-to-exceed amount of \$750,000.00:
 - Burns Engineering, Inc.
 - Johnson, Mirmiran & Thompson, Inc.
 - Greenman-Pedersen, Inc.

- c. Operations and maintenance support of the toll collection hardware for the Findlay Connector/Southern Beltway; at a not-to-exceed amount of \$1,000,000.00;
 - ACS State and Local Solutions, Inc.

-was made by Commissioner Deon, seconded by Commissioner Pratt.

Motion-That the Commission approves the selection recommendations from the Professional Services Procurement Committee (PSPC) and authorizes the negotiation and execution of an agreement with the first two (2) firms listed in memo “b”:

- b. Two (2) open-end traffic engineering services systemwide; at a not-to-exceed amount of \$900,000.00 each;
 - URS Corporation
 - HDR Engineering, Inc.
 - Jacobs Engineering Group, Inc.

-was made by Commissioner Deon, seconded by Commission Lincoln; and passed unanimously.

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NEXT MEETING

MR. NAUGLE: I HAVE NO FURTHER ITEMS FOR CONSIDERATION FOR TODAY’S MEETING. THE NEXT FORMAL COMMISSION MEETING WILL BE A TELEPHONE MEETING ON TUESDAY, DECEMBER 6, 2011 BEGINNING AT 10:00 A.M.

ADJOURNMENT

Motion-That this meeting of The Pennsylvania Turnpike Commission be adjourned at 11:23 a.m.-was made by Commissioner Lincoln, seconded by Commissioner Deon; and passed unanimously.

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PREPARED BY:

Ann Louise Edmunds
Assistant Secretary Treasurer

11-15-11

APPROVED BY:

J. William Lincoln
Secretary Treasurer

ATTACHMENT NUMBER 1
COMMUNICATIONS: MEMO RECEIVED FROM THE CHIEF COUNSEL AND
THE MANAGER OF STRATEGIC SOURCING AND ASSET MANAGEMENT