

MINUTES OF THE COMMISSION MEETING HELD NOVEMBER 16, 2010

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:41 a.m. November 16, 2010 at the Central Office located in Highspire, Pennsylvania. Present for the meeting were Allen D. Biehler, P.E., Chairman/Secretary of Transportation; William K. Lieberman, Vice Chairman; J. William Lincoln, Secretary Treasurer; Pasquale T. Deon, Sr., Commissioner and A. Michael Pratt, Commissioner.

Others present for the meeting were Joseph G. Brimmeier, Chief Executive Officer; George M. Hatalowich, Chief Operating Officer; Richard S. DiPiero, Director of Fare Collection; Jeffrey L. Garrett, Chief Engineer, Michael Baker Jr., Inc.; Todd S. Garrison, Director of Maintenance; Nikolaus Grieshaber, Chief Financial Officer; Jeffrey L. Hess, Director of Operations/Projects-West; Frank J. Kempf, Jr., Chief Engineer; Doreen McCall, Chief Counsel; Craig Shuey, Director of Government Affairs; Joe Suess, Acting Chief Informational Officer and Ann Louise Edmunds, Assistant Secretary Treasurer.

Also in attendance were Michael D. Begler, Director of Operations Review; William J. Capone, Director of Communications/Public Relations; John Christensen, Manager of Facilities & Energy Management Operations; Jason Falchek, Technician of PC/LAN; Kevin Geiger, Senior Network Engineer; Derek S. Hansel, Assistant Chief Financial Officer; Paige Kerstetter, Manager of Workers' Compensation and Property Claims; Donald S. Klingensmith, P.E., Manager of Contracts Administration; Donna Lapano, Executive Assistant; Anthony L. Maniscola, Special Investigator; Anthony Q. Maun, Director of Accounting; Jeffrey A. Naugle, Manager of Treasury Operations; Patricia Schlegel, Director of Human Resources; Kathy Thomas, Administrative Secretary and Richard Romano.

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The Assistant Secretary Treasurer, Ann Louise Edmunds, called the roll and declared a quorum present.

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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 A PROMOTION, TERMINATION, NEW HIRES, SALARY REVISION, VACANIES AND REQUESTS TO ABOLISH, AND TO POST AND FILL POSITIONS IN THE MAINTENANCE, OPERATIONS AND INCIDENT RESPONSE, FINANCE AND ADMINISTRATION, AND LEGAL DEPARTMENTS.

THE COMMISSIONERS DISCUSSED DOCKET NO. 00494 AND A BENEFITS MATTER, AND 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 ONE REQUEST TO SPEAK TODAY; THE COMMISSION RECOGNIZES RICHARD ROMANO. WE ASK THAT YOU STEP UP TO THE MICROPHONE, STATE YOUR NAME AND ADDRESS, AND THE SUBJECT MATTER OF YOUR COMMENTS/REMARKS. YOU ARE TO LIMIT YOUR TIME TO 3 MINUTES; YOUR COMMENTS/REMARKS SHOULD BE ADDRESS TO THE COMMISSION AS A WHOLE AND NOT TO ANY INDIVIDUAL MEMBER. NO PERSON OTHER THAN MEMBERS OF THE COMMISSION AND THE PERSON ADDRESSING THE COMMISSION SHALL BE PERMITTED TO ENTER INTO THE DISCUSSION. NO QUESTIONS SHALL BE ASKED OF THE COMMISSION MEMBERS, EXCEPT THROUGH THE PRESIDING OFFICER WHO SHALL DETERMINE IF THE QUESTIONS SHALL BE ADDRESSED. THE SPEAKER SHALL AVOID UNDUE REPETITION OF POINTS PREVIOUSLY PRESENTED AT THE COMMISSION.

MR. ROMANO: MR. CHAIRMAN AND COMMISSIONERS, I AM HERE TO OPPOSE THE COMMISSIONS MANNER OF RAISING TOLLS. YOU MAY ALREADY KNOW THAT PENNSYLVANIA'S CONSTITUTION PREDATES, AND WAS USED AS A MODEL FOR, THE CONSTITUTION OF THE UNITED STATES OF AMERICA; INCLUDING ITS BILL OF RIGHTS. PENNSYLVANIA'S CONSTITUTION, HOWEVER, CONTAINS STRONGER LANGUAGE AND IT IS MORE SPECIFIC ABOUT THE RIGHTS GRANTED TO ITS CITIZENS BY ITS ARTICLE 1 SECTIONS; COLLECTIVELY KNOWN AS THE INHERENT RIGHTS OF MANKIND.

AMONG THOSE SECTIONS ARE TWO THAT I THINK SHARES RELEVANCE WITH THE PRESENTATION; SECTION 25 AND SECTION 26. SECTION 25 READS, "TO GUARD AGAINST TRANSGRESSIONS OF THE HIGH POWERS WE HAVE DELEGATED, WE DECLARE THAT EVERYTHING IN THIS ARTICLE IS ACCEPTED OUT OF GENERAL POWERS OF GOVERNMENT AND SHALL FOREVER REMAIN INVIOATE." THAT SECTION MEANS THAT THE PEOPLE WHO WROTE THIS CONSTITUTION FOR THE PEOPLE OF PENNSYLVANIA, THOUGHT ONE DAY THAT HIGH POWERS MAY TRY TO TAKE AWAY THESE RIGHTS, AND THEY EXPRESSLY PROHIBITED THAT POSSIBILITY.

SECTION 26 DEALS DIRECTLY WITH THE SITUATION SUCH AS THE TOLL RAISE PROPOSED BY THIS COMMISSION. IT READS, "NEITHER THE COMMISSION NOR ANY POLITICAL SUBDIVISION THEREOF, SHALL DENY TO ANY PERSON, THE ENJOYMENT OF ANY CIVIL RIGHT NOR DISCRIMINATE AGAINST ANY PERSON IN THE EXERCISE

OF ANY CIVIL RIGHT". THIS COMMISSIONS PROPOSAL TO CHARGE NON E-ZPASS SUBSCRIBERS 7% MORE FOR THE SAME STATION-TO-STATION DISTANCE TRAVEL SEEMS PATENTLY DISCRIMINATORY AND I CHARGE A VIOLATION OF THE CIVIL RIGHTS GUARANTEED BY OUR CONSTITUTION. IF THIS COMMISSION CAN DISCRIMINATE ON THE BASIS OF EVEN E-ZPASS SUBSCRIPTION ALONE, AT SOME POINT THE IN FUTURE, PENNSYLVANIAN'S CAN EXPECT TO HEAR OTHER THINGS SUCH AS, IF YOU WANT TO DRIVE ON OUR TURNPIKE YOU WILL HAVE TO PAY USING A VISA CARD OR A MASTERCARD OR AN AMERICAN EXPRESS CARD.

CONSEQUENTLY, I SO ADVISE THIS COMMISSION OF THEIR OVERSIGHT AND REQUEST THAT SOME OTHER MEANS BE ADOPTED TO SECURE ITS NEEDS SUCH AS EQUAL, ACROSS THE BOARD TOLL RAISE FOR ALL TURNPIKE USERS BASED UPON STATION-TO-STATION DISTANCE TRAVELLED IN SIMILAR VEHICLES. THANK YOU FOR YOUR TIME AND CONSIDERATION.

CHAIRMAN BIEHLER: THANK YOU VERY MUCH FOR YOUR COMMENTS.

MS. EDMUNDS: THIS CONCLUDES THE PUBLIC COMMENT SECTION OF THE MEETING.

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MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held October 19, 2010 be approved and filed-was made by Commissioner Pratt, seconded by Commissioner Lincoln; and passed unanimously.

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COMMUNICATIONS

Motion-That the Commission accepts and files the memos received from the Chief Counsel, the Director of Roll Revenue Audit and the Manager of Procurement and Material Management-was made by Commissioner Lincoln, 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 Lincoln, seconded by Commissioner Pratt; and passed unanimously.

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NEW BUSINESS

Reinvestments, Liquidations and Purchase of Securities

Upon the motion by Commissioner Lieberman, seconded by Commissioners Lincoln, the following Resolution was presented for adoption:

RESOLUTION

BE IT RESOLVED that The Pennsylvania Turnpike Commission hereby ratifies the action of the Assistance Chief Financial Officer, with the approval of the Chief Executive Officer and the

Consulting Engineer, in directing the Trustee to make the foregoing reinvestments, liquidations and purchases; and

BE IT FURTHER RESOLVED that copies of the Resolution certified by the Assistant Secretary Treasurer shall be forwarded to the Trustee as required in Article VI, Section 602 of the 2001 Amended and Restated Trust Indenture.

The following members voted yea: Commissioners Biehler, Lieberman, Lincoln, Deon and Pratt. The motion passed unanimously.

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AGREEMENTS

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

- a. Supplemental Agreement with Norfolk Southern Railway Company for the Railway to provide the necessary protective services and temporary grade crossing construction and removal, necessary for the replacement of Bridge NB-525 at MP A74.27, for an additional cost of \$188,579.00; increasing the not-to-exceed amount to \$437,729.00;
- b. Amendment to our agreement with CORL Communications, Inc for GAI-Tronics intercom units, to include the installation of an additional unit in the Trevoise Maintenance Engineering Office, for an additional cost of \$3,180.00; for a not-to-exceed amount of \$181,634.00;
- c. Reimbursement Agreement with The Hankin Group (TGH) to reimburse TGH the cost necessary to connect the township's sewer line to the Downingtown Interchange; at a not-to-exceed amount of \$68,000.00;
- d. Amendment to our agreement with Karns Quality Foods LTD for the distribution of E-ZPass in their stores; to extend the agreement for an additional five (5) years with an option for two (2) additional five-year renewals;
- e. Amendment to our agreement with AAA North Penn for the distribution of E-ZPass in their branch offices; to extend the agreement for an additional five (5) years with an option for two (2) additional five-year renewals;
- f. Amendment to our agreement with AAA Central Penn for the distribution of E-ZPass in their branch offices; to extend the agreement for an additional five (5) years with an option for two (2) additional five-year renewals;
- g. Amendment to our agreement with AAA Schuylkill County for the distribution of E-ZPass in their office; to extend the agreement for an additional five (5) years with an option for two (2) additional five-year renewals;
- h. Amendment to our agreement with Jackson Lewis for Diversity Inclusion Assessment; to exercise our option to extend the terms of the agreement for an additional 6 months;

- i. Agreement with Denbo-Vesta #6 Volunteer Fire Company for fire service coverage from exit 28 to exit 30 northbound on Toll 43.

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

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RIGHT-OF-WAY REQUESTS

Motion-That the Commission approves the Right-of-Way Requests for the items listed in memos "a" through "g":

- a. Approve an easement on and access across our Newcomer Tower Site to the North Fayette County Municipal Authority for the purposes of installing a water storage tank; approve the appraisal amount of \$28,400.00 to be paid by the Authority; and approve the preparation and execution of a deed by authorized Commission officers;
- b. Approve the plans entitled, "*Drawings Establishing and Reestablishing Limited Access Highway and Authorizing Acquisition of Right-of-Way for Replacement of Bridge B-533 at M. P. 155.14 and the relocation of Dogwood Lane (Private) in Bedford County, Contract No. T-149.50T002-3-02, Pennsylvania Turnpike from Sta. 1348+43.84 to Sta. 1356+26.34 Length = 782.50 ft./0.148 Mi., Dogwood Lane (Private) from Sta. 9+40.00 to Sta. 16+95.00 Length = 468.60 ft./0.089 Mi.*", as prepared by the Engineering Department for the replacement of Bridge B-553 at MP 155.14;
- c. Approve settlement of Right-of-Way #1A018-A, a partial take parcel, necessary for the total reconstruction project from MP 67.00 to MP 75.00, by authorizing the issuance of payment in the amount of \$11,500.00 representing the balance of damages, payable to Hollinshead, Mendelson, Bresnahan & Nixon, P.C., Escrow Agent;
- d. Approve settlement of Right-of-Way #6058-AA, a total take parcel, necessary for construction of the Route 29 Slip Ramp, by authorizing the issuance of payment in the amount of \$70,223.82, representing damages, payable to Peter D. & Francis B. Melchiorre and Saul Ewing, LLP;
- e. Authorize the acquisition of Right-of-Way #17941, a total take parcel, necessary for construction of the Southern Beltway, by authorizing the issuance of payment in the amount of \$186,018.81 payable to Urban Settlement Company, Escrow Agent; representing fair market value, prorated taxes and recording fees; 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;
- f. Authorize the acquisition of Right-of-Way #17902, a total take parcel, necessary for construction of the Southern Beltway, by authorizing the issuance of payment in the amount of \$389,340.39 payable to Urban Settlement Company, Escrow Agent; representing fair market value, prorated taxes, recording fees, Section 710 damages, housing supplement and closing costs; 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;

- g. Authorize the acquisition of Right-of-Way #2134-A, a partial take parcel, necessary for the bridge reconstruction project at MP 149.50, by authorizing the issuance of payment in the amount of \$13,500.00 payable to Kenneth L. and Paula W. Clingerman; representing fair market value, Section 710 damages and moving costs; 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 owners is contingent upon the delivery of a deed prepared by the Legal Department.

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

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PAYMENTS

Motion-That the Commission approves the issuance of the payments for the items listed in memos "a" and "b":

- a. Reimbursement payment to the E-ZPass Interagency Group (IAG) for expenses incurred in supporting the backup Virtual Private Network Connections, from January through September 2010 in the amount of \$6,850.34;
- b. Payment for the Employee Liability Self-Insurance Program (ELSIP) invoice from the PA Department of General Services, which represents the annual premium due for the period July 1, 2010 to June 30, 2011, in the amount of \$38,100.00.

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

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AWARD OF BIDS AND THE ISSUANCE OF PURCHASE ORDERS

Motion-That the Commission Approves the Award of Bids, a Change Order, Renewals and the Issuance of the Purchase Orders for the items listed in memo "c":

- c. Single-axle Mack dump truck, utilizing the Commonwealth's contract with Mack Trucks, Inc.; at a total award of \$156,643.98;

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

COMMISSIONER 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.

Motion-That the Commission Approves the Award of Bids, a Change Order, Renewals and the Issuance of the Purchase Orders for the items listed in memos “a, b, d, e and f”:

- a. VidSys Video Management Software, utilizing the Commonwealth’s contract with Berkshire Systems Group, Inc.; at a total award of \$148,288.00;
- b. Data Network Support and Services, to Voicenet for two (2) years; at a total award of \$1,136,750.00;
- d. Change Order for preventative maintenance of MGE UPS Units, to include future battery replacements for an additional \$100,000.00, increasing the purchase order to \$252,947.68;
- e. Glass Beads, exercising our option to renew the award for an additional year (December 1, 2010 through November 30, 2011):

Potters Industries	\$ 55,000.00
Greenstar Allentown LLC	<u>\$160,000.00</u>
TOTAL RENEWAL	\$215,000.00
- f. Traffic line paint, exercising our option to review the award for an additional year (December 1, 2010 through November 30, 2011) to Ennis Paint; for a renewal of \$700,000.00.

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

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AWARD OF CONTRACTS

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

- a. Contract #T-151.09S002-3-02 for the replacement of Bridge B-443 at MP 151.09; to the lowest responsive and responsible bidder, New Enterprise Stone and Lime Co., Inc.; at a not-to-exceed amount of \$3,495,215.85, with a contingency amount of \$150,000.00;
- b. Contract #EN-00111-03-02 for bridge repairs between MP 0.00 and MP 109.91, Toll I-376, Turnpike 576, Turnpike 43 and Turnpike 66; to the lowest responsive and responsible bidder, Donegal Construction Corporation; at a not-to-exceed amount of \$600,000.00;
- c. Contract #EN-00111-03-04 for bridge repairs between MP 236.22 and MP 358.11; to the lowest responsive and responsible bidder, J.P.S. Construction Co., Inc.; at a not-to-exceed amount of \$1,000,000.00;
- d. Contract #EN-00111-03-03 for bridge repairs between MP 109.91 and MP 236.22; to the lowest responsive and responsible bidder, J.P.S. Construction Co., Inc.; at a not-to-exceed amount of \$400,000.00;
- e. Contract #EN-00111-03-05 for bridge repairs between MP A20.00 and MP A130.64; to the lowest responsive and responsible bidder, J.P.S. Construction Co., Inc.; at a not-to-exceed amount of \$1,000,000.00.

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

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ITEMS ADDED TO THE FORMAL AGENDA

FINAL SELECTIONS

Motion-That the Commission approves the shortlist below and request proposals and presentations from the following firms to provide general consulting engineer services:

Reference #3-214
AECOM USA, Inc.
HDR Engineering, Inc.
HNTB Corporation
Michael Baker, Jr., Inc.
URS Corporation

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

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SUPPLEMENT

Motion-That the Commission approves the preparation and execution of Supplemental Agreement #2 with Brinjac Engineering for wastewater engineering services, for an increase of \$200,000.00; increasing the not-to-exceed amount to \$1,300,000.00-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 Order for the item listed in memo "a":

- a. Change Order #31 for Contract #01-017-RCFX with Allan A. Myers for the roadway and bridge reconstruction project from MP 326.00 to MP 331.30, for an increase of \$167,953.30; increasing the not-to-exceed amount to \$172,735,794.03;

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

COMMISSIONER 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.

Motion-That the Commission approves the Change Order for the item listed in memo "b":

- b. Change Order #1 for Contract #T-048.00R001-3-02 with Lindy Paving, Inc. for bituminous resurfacing between MP 44.70 and MP 50.66, for a 210-day time extension.

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

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

The motions passed.

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CHANGE ORDERS AND FINAL PAYMENTS

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

- a. Change Order #1 and Final Payment for Contract #A-115.33S001-3-02 with Susquehanna Valley Construction Corp. for the replacement of Bridge NB-659; for a decrease of \$79,607.68, making the final contract value \$2,585,546.22 and the final amount due of \$185,552.71;
- b. Change Order #9 and Final Payment for Contract #04-022-RCRH with New Enterprise Stone and Lime Col, Inc. for roadway and bridge reconstruction from MP 210.92 to MP 215.29; for a decrease of \$44,374.87; making the final contract value \$62,481,928.20 and the final amount due of \$659,576.98;
- c. Change Order #1 and Final Payment for Contract #EN-00028-03-02 with Glasgow, Inc. for access ramp construction at MP 346.07; for an increase of \$36,959.62, making the final contract value \$524,875.04 and the final amount due of \$67,919.25;
- d. Change Order #1 and Final Payment for Contract #EN-00088-03-09 with Hempt Bros., Inc. for drainage repairs at MP 234.50; for a decrease of \$338.10, making the final contract value \$180,736.70 and the final amount due of \$16,310.56.

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

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POLICY LETTER

Motion-That the Commission approves the revision to Policy Letter 2.1, Americans with Disabilities Act Amendments Act, to reaffirm the policy and procedures of the Commission and to inform all personnel of their duties and responsibilities-was made by Commissioner Lincoln, seconded by Commissioner Lieberman; and passed unanimously.

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NEXT MEETING

MS. EDMUNDS: THE NEXT COMMISSION MEETING WILL BE HELD TUESDAY, DECEMBER 7, 2010.

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ADJOURNMENT

MS. EDMUNDS: COMMISSIONERS, I HAVE NO OTHER ITEMS FOR CONSIDERATION. IF YOU HAVE NOTHING FURTHER, I REQUEST A MOTION FOR ADJOURNMENT.

Motion-That this meeting of The Pennsylvania Turnpike Commission be adjourned at 11:50 a.m.-was made by Commissioner Lieberman, seconded by Commissioner Lincoln; and passed unanimously.

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PREPARED BY:

Ann Louise Edmunds
Assistant Secretary Treasurer

11-16-10

APPROVED BY:

J. William Lincoln
Secretary Treasurer

ATTACHMENT NUMBER 1
COMMUNICATIONS: MEMO RECEIVED FROM THE CHIEF COUNSEL,
DIRECTOR OF TOLL REVENUE AUDIT AND
MANAGER OF PROCUREMENT AND MATERIAL MANAGEMENT