

PENNSYLVANIA TURNPIKE COMMISSION

HIGHSPIRE, PENNSYLVANIA

FORMAL MEETING

NOVEMBER 1, 2022

11:00 A.M.

AGENDA

- A. Roll Call**
 - Sunshine Announcement**
 - Public Participation**

- B. Minutes-October 18, 2022**

- C. Communication-Memo received from the Chief Counsel**

- D. Personnel**

- E. Unfinished Business**

F. NEW BUSINESS

1. **Approve amending the pool of qualified underwriters to provide professional and other specialized services to include R. Seelaus & Co., LLC.**

2. **Approve the negotiation and execution of the Agreements and Amendments for the items listed in memos “a” through “d”:**
 - a. **Amendment to our agreement with Land Reclamation Group, L.L.C. to supply the stream and wetland mitigation credits required for the total reconstruction project from MP 123.00 to MP 131.00; to use additional available credits to meet mitigation requirements for the total reconstruction project from MP 149.00 to MP 155.00; to exercise the option to renew the agreement (through August 31, 2023); and authorize the Chief Engineer, or his designee, to execute the necessary agreement as approved by the Legal Department;**

 - b. **Agreement with SEPTA, for Commission Engineering review services on SEPTA’s design of its King of Prussia Rail Extension that crosses the Turnpike at MP 327.10, MP 328.10, and the King of Prussia Service Plaza;**

 - c. **Agreement with Equitrans and EQT Corporation for the management of PTC gas flow on Equitrans system at the Greensburg Maintenance Facility microgrid project; the management will include, but not limited to, nominations and confirmations, review of measurement and imbalances, manage capacity releases and imbalance trading;**

 - d. **Amendment to our agreements with KPMG, LLP, Deloitte Consulting, LLP and North Highland for Advisory, Strategy and Independent Verification and Validation (IV & V) Work Order Services; for an increase of \$2,000,000.00 for additional funding through October 6, 2024; for a combined not-to-exceed amount to \$12,000,000.00.**

3. **Approve the Acquisition of Right-of-Way #14S051-A (United States Steel Corp.), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$15,800.00 representing fair market value to United States Steel Corp.; authorize the appropriate Commission officials to execute the Temporary Construction Easement, as approved by the Legal Department; 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 owner is contingent upon the delivery of a Temporary Construction Easement as approved by the Legal Department.**

F. NEW BUSINESS

4. Approve the Bond Resolutions for the items listed in memos “a” and “b”:
 - a. Approve the issuance of the Pennsylvania Turnpike Commission’s variable and/or fixed rate Turnpike Revenue bonds in an aggregate principal amount not to exceed \$300,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing the costs of (a) the refunding of all or a portion of certain outstanding fixed rate and/or variable rate Turnpike Revenue bonds designated by the Commission, including the modification and/or termination of any related swap agreements, if necessary; (b) the funding of any necessary reserves; (c) funding interest, as necessary or convenient, on the bonds; (d) paying the costs of issuing the bonds; and (e) authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures for the bonds; (2) one or more agreements for the provision of letters of credit, standby bond purchase agreements, other credit facilities or similar forms of credit enhancement and/or reserve fund credit facilities and any related agreements as may be necessary; (3) one or more remarketing agreements as may be necessary; (4) amendments to or terminations of existing interest rate agreements providing for a swap relating to the bonds or providing for modification or termination of the swaps, if any, for the prior bonds; (5) one or more direct placement bond purchase agreements, forward continuing covenant agreements, forward fixed rate lock agreements, forward bond purchase agreements, or similar agreements required by the purchaser of the bonds; (6) escrow deposit agreements as may be necessary; and (7) any other necessary or appropriate documents or certificates; confirming, among other things, certain officials of the Pennsylvania Turnpike Commission as “authorized officers” for purposes of this bond resolution and authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;
 - b. Approve the appointment of co-bond counsel (Clark Hill PLC; Stradley Ronon Stevens & Young, LLP) and the appointment of certain advisors (Public Resources Advisory Group; Phoenix Capital Partners, LLP to serve as co-financial advisors and Mohanty Gargiulo LLC to serve as swap advisor), and the authorization of actions by certain authorized officers of the Pennsylvania Turnpike Commission for purposes of this Resolution relating to the issuance of certain of the Pennsylvania Turnpike Commission’s senior indenture variable rate and/or fixed rate Turnpike Revenue bonds approved by Resolution of the Pennsylvania Turnpike Commission adopted November 1, 2022 (the “bond resolution”), which resolution provided for the issuance from time to time of senior indenture Turnpike Revenue bonds in an aggregate principal amount not to exceed \$300,000,000 to finance, among other things, the costs of refunding certain prior outstanding bonds of the Pennsylvania Turnpike Commission.
5. Approve the Change Orders, Award of Bids and the Issuance of Purchase Orders for the items listed in memos “a” through “f”:
 - a. Transfer switch maintenance and service repairs with ASCO Power Services; for additional funding for contingency needs throughout the contracted term (May 2022 – May 2027); at a cost of \$250,000.00;

F. NEW BUSINESS

- b. Cleaners & protectors, exercising the option to renew the following agreements for an additional year (November 30, 2022 - November 30, 2023):

Rhomar Industries	\$120,000.00
Enzo's Cleaning Solutions	<u>5,000.00</u>
TOTAL	\$125,000.00

- c. E-ZPass toll collection and associated system component equipment (readers, transponders, transponder support devices, etc.) with TransCore, LP/TransCore Holdings, Inc.; and authorize execution of the Technology Agreement for a 7-year period (through December 12, 2028); at an estimated cost of \$50,000,000.00;

- d. IT Managed Service and Staff Augmentation Solutions, utilizing the Commonwealth's contract with Computer Aid, Inc.; at a cost of \$900,000.00;

- e. Maintenance, service and repair of generators with Premium Power Services, LLC, exercising the option to renew the agreement for an additional 3-years (through November 30, 2025); at a cost of \$1,000,000.00;

- f. Delineator reflectors and hardware, for additional funding to cover orders through December 31, 2022:

Artuk	\$100,000.00
Penco	200,000.00
UniqueSource	<u>30,000.00</u>
TOTAL	\$330,000.00

6. Approve the Award of Contract #EN-00165-03-06 for installation of signs between MP 0.00 to MP 245.75, Toll I-376, Turnpike 66, Turnpike 43 and Turnpike 576, to the lowest responsive and responsible bidder, J.P.S. Construction Company, Inc.; at a not-to-exceed amount of \$2,000,000.00.

7. Approve the award of services and authorize the negotiations and execution of an agreement/agreements with the selected firm/firms for the items listed in memos "a" and "b":

- a. T00209, Architectural open-end design services:

- USA Architects, Planners and Interior Designers, Ltd.-AWARDED
- AE Works Ltd.

- b. RFP 8071, Internet of Things and Emerging Technology Program Work Order Services Pool:

- Computer Aid, Inc.-AWARDED
- Deloitte & Touche, LLC-AWARDED
- Fujitsu North America-AWARDED
- Kimley-Horn and Associates, Inc.-AWARDED
- WSP USA, Incorporated-AWARDED
- Accenture, LLP