

## MINUTES OF THE COMMISSION MEETING HELD APRIL 18, 2023

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:05 a.m. on Tuesday, April 18, 2023 at the Central Office located in Middletown, Pennsylvania. Present for the meeting was Michael Carroll, Chair; available via telephone were William K. Lieberman, Vice Chair; Wadud Ahmad, Commissioner; and Pasquale T. Deon, Commissioner.

Also available for the meeting were Mark Compton, Chief Executive Officer; Craig R. Shuey, Chief Operating Officer; Bradley J. Heigel, P.E., Chief Engineer; Carl E. DeFebo, Jr., Director of Communication and Customer Experience; Charles L. Duncan III, Esquire, Chief Compliance & Diversity Officer; Doreen McCall, Chief Counsel; Kelli Roberts, Director of Policy and External Affairs; Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via phone); Robert Taylor, Chief Technology Officer; Tom Porter, Michael Baker Int'l.; and Ann Louise Edwards, Asst. Secretary Treasurer.

Others available via telephone were Anna Marcella, Executive Administrative Assistant (in person); Anthony Maun, Asst. CFO/Accounting & Budget (in person); Daniel Russell, Consultant (in person); Don Klingensmith, Asst. CFO-Financial Administration (in person); Gina Murray, Manager of Professional Services Procurement; Jeff Naugle, Manager of Treasury Operations (in person); Justin Simmons, Accounting & Financial Reporting Manager (in person); Kelly Horvath, Executive Administrative Assistant; Kevin Scheurich, Asst. Chief Engineer/Design (in person); Lara Brenckle, Strategic Programs Manager (in person); Nerma Peco, Finance Trainee (in person); Sean Laudenslager, End User Support Supervisor (in person); Stephanie Newbury, Senior Procurement Specialist; Steve Marroni, Communications Specialist (in person); Steve Barber, Michael Baker Int'l. (in person); Tameka Hatcher, Equal Opportunity/ADA Officer (in person); Alyssa Barlup, NTM Eng.; Ashley Palmer, Modjeski; Bernie Bydlon, Navarro & Wright; Brian Kelly, Hill Intl.; Brian Kimmet, RTC; Brian Hansel, HW Lochner; Christian Hauswirth, UBS; Conor Lanz, Ramirez; Crystalann Deardorff, Susquehanna Civil; Dan O'Brien, RBC; Dean Mackin, Mackin Engineering; Dylan Sands, UBS; Ed Reese, GPD Group; Eric Epstein, RTC; Eric Meyer, WRA, LLP; George Settelmaier, KSE; Hitesh Harnal, UBS; Jason Bono, HDR Inc.; Jeff Davis, TranSystem; Jennie Louwerse, WSP; Jock Rowe, Teamsters Local 77; Jordan Angel, Gartner; Joseph Yesvets, Hill Intl.; Julius Coursey, Wells Fargo; Michael Bova, RBC; Michele Donaghy, TY Lin; Mike House, M&M; M. Kilgore, SPK; Patrick McCabe, GPI; Patrick Kane, GPI; Paul McNamee, KCI; Phil Vitale, CMC; Sarah Snyder, Ramirez; Seemon Georges, Volkert; Seve Genyk, UBS; Tony Divirgilio, Hill Intl.; Vincent Jannetti, UBS; and Won Park, Siebert Williams Shank.



Chair Carroll led the Commissioners, staff and visitors in the Pledge of Allegiance.



The Asst. 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:

With the lifting of the Commonwealth's mask and occupancy limitation related to the COVID-19 emergency, the Pennsylvania Turnpike Commission Meetings are being held in person. However, the Commission will also continue to post call-in/WebEx information for those who wish to attend the

meeting via telephone/WebEx. The WebEx information was posted at least 48 hours in advance of the meeting. 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 and new hires.

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: Copies of today's agenda are located in the Large Board Room for those attending in person. The agenda is also available on the Commission website at least 48 hours in advance of the meeting. 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 at least 48 hours in advance of this meeting.

The Commission recognized Eric Epstein of Rock the Capital (RTC). Mr. Epstein thanked the Commission for storing meeting minutes going back to 2010 and would like the Commission to expand on archiving the Commission's audio recordings up to 2 years; discussed his concern on the total dollar amount of the agenda and the language of the bond resolutions. He will be requesting diversity and equity information, number of PA employees, firms headquartered in PA.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held April 4, 2023, be approved and filed as submitted-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



COMMUNICATION

Motion-That the Commission approve the memos received from the Chief Counsel and Asst. CFO/Financial Administration-was made by Commissioner Deon, seconded by Commissioner Lieberman, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



LINE OF CREDIT

Motion-That the Commission authorize the approval of (1) the issuance of the Pennsylvania Turnpike Commission's Turnpike Revolving Line of Credit (PNC Bank), in one or more series or sub-series, fixed or floating rate, taxable or tax-exempt under its amended and restated trust indenture dated as of March 1, 2001, in an aggregate principal amount not to exceed \$200,000,000, in a single issuance or from time to time, for the purpose of funding or refinancing costs including general working capital needs of the Commission, including funding/reimbursing necessary reserves and the payment of debt service on outstanding Turnpike Revenue Bonds, and; (2) authorizing the execution, delivery and distribution of the following, if necessary; (1) one or more supplemental trust indentures, (2) one or more line of credit agreements; (3) one or more line of credit notes; (4) one or more note purchase contracts, and (5) any other necessary or appropriate documents or certificates; authorizing the execution and delivery of any related agreements; authorizing the taking of further action; repealing inconsistent resolutions; providing for the appointment of note counsel (Saul Ewing, LLP), and/or other professionals; providing for the appointment of the co-financial advisors (Phoenix Capital Partners, LLP; Public Resources Advisory Group, Inc.); and declaring that this resolution shall be liberally construed-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of an Amendment and a Supplemental Agreement for the items listed in memos "a" and "b":

- a. Amendment to our Agreement with CSX Transportation Inc. for flagging and engineering services required for the replacement of the Beaver River Bridge at MP 13.21 and three overhead bridges located at MP 12.58, MP 12.63 and MP 12.67; to extend the term of the agreement until December 31, 2027;
- b. Supplemental Reimbursement Agreement with Peoples Natural Gas Company, LLC for gas line relocation on the Southern Beltway, Section 55C2-1, for an additional \$839,161.15 due to higher labor costs, higher material costs and additional required work not included in the original estimate; for a revised not-to-exceed amount of \$1,509,821.91.

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



CONTRACT AWARD

Motion-That the Commission approve the Award of Contract #T-028.47R001-3-02 for concrete pavement repairs at the Cranberry Interchange, to the lowest responsive and responsible bidder, Gulisek Construction, LLC; at a not-to-exceed amount of \$10,432,892.71 and a contingency of \$500,000.00-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.

VICE CHAIR LIEBERMAN: Brad, would you let me know the bonding limits we've imposed on construction contracts?



ADVERTISING

Motion-That the Commission approve advertising for the items listed in memos "a" through "c":

- a. Swap Advisory Services with respect to its derivative portfolio;
- b. Arbitrage Consultant to serve as the Commission's consultant;
- c. Workers' Compensation Third Party Claims Administrator (TPA) services for the Commission's Self-Insured Workers' Compensation Program.

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



PURCHASE ORDERS

Motion-That the Commission approve the Award of a Bid, Change Orders and Issuance of Purchase Orders for the items listed in memos "a" through "h":

- a. Western Regional Office solar system project with Westmoreland Electric Service, LLC, to increase solar capacity; at a cost of \$1,012,605.00;
- b. One (1) Mack tunnel wrecker chassis, utilizing the Commonwealth's contract with M & K Truck Center of Harrisburg; at a cost of \$127,464.00;
- c. One (1) mobile lane signaling system trailer with RoadSafe Traffic Systems, Inc.; at a cost of \$477,500.00;
- d. Post sleeves (May 2023 through April 2024), to the lowest responsive and responsible bidder, Main Stream Industries, Inc.; at a cost of \$120,000.00;
- e. One (1) Freightliner bucket truck, utilizing the Commonwealth's contract with Freightliner WS of Harrisburg/Transteck, Inc.; at a cost of \$340,000.00;

- f. IT Staff Augmentation resources, exercising the option to renew the agreement through May 2024 with Optimal Solutions & Technologies, Inc.; at a cost of \$14,000,000.00;
- g. One (1) bridge crane truck, utilizing the Sourcewell cooperative purchase agreement with Aspen Aerials, Inc.; at a cost of \$865,261.00;
- h. Environmental Systems Research Institute (ESRI) GIS software maintenance; exercising the option to renew the agreement through June 2025 with Environmental Systems Research Institute ESRI Inc., and for additional licenses; at a cost of \$300,000.00.

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



### BOND RESOLUTIONS

Motion-That the Commission approve the Bond Resolution for the item listed in memos "a":

- a. Issuance of the Pennsylvania Turnpike Commission's variable and/or fixed rate Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$400,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing (1) the costs of various capital expenditures for the Pennsylvania Turnpike system set forth in the Commission's current ten-year capital plan, including any amendment or update thereto, or in any prior capital plan, including, but not limited to, the reconstruction of roadbed and roadway, the widening, replacing and redecking of certain bridges and/or the rehabilitation of certain interchanges, (2) 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 related swap agreements, (3) the funding of necessary reserves, and (4) the funding of the costs of issuance of such Turnpike Revenue bonds; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures for the bonds; (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 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; (6) one or more remarketing agreements; (7) one or more continuing disclosure agreements; (8) one or more interest rate swaps or other derivatives, or amendments to or terminations of existing interest rate swaps; (9) one or more direct placement agreements and escrow deposit agreements; (10) 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;

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

Motion-That the Commission approve the Bond Resolution for the item listed in memo "b":

- b. Providing for the appointment of co-bond counsel (Saul Ewing, LLP; Clark Hill, PLC) and disclosure counsel (Virtus, LLP) the appointment of certain advisors (Co-Financial Advisors: Public Resources Advisory Group; Phoenix Capital Partners, LLP), (Swap Advisor-Mohanty Gargiulo, LLC), 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 variable rate and fixed rate Turnpike Revenue Bonds approved by resolution of the Pennsylvania Turnpike Commission adopted April 18, 2023 (the "bond resolution"), which resolution provided for the issuance from time to time of Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$400,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system.

-was made by Commissioner Deon, seconded by Commissioner Ahmad; Vice Chair Lieberman abstained.  
COMMISSIONER LIEBERMAN: I abstain on this item because Clark Hill, PLC is a client of my firm.  
The motion passed.

Motion-That the Commission approve the Bond Resolution for the item listed in memo "c":

- c. Providing for the appointment of one or more financial institutions (PNC Capital Markets LLC; Loop Capital Markets, LLC; Piper Sandler & Co.; Huntington Securities, Inc.; Robert W. Baird & Company, Inc.; and Bancroft Capital, LLC) 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 variable rate and fixed rate Turnpike Revenue bonds approved by resolution of the Pennsylvania Turnpike Commission adopted April 18, 2023, which resolution provided for the issuance from time to time of Turnpike Revenue Bonds in an aggregate principal amount not to exceed \$400,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system and the refunding of outstanding Turnpike Revenue bonds.

-was made by Commissioner Deon, seconded by Commissioner Ahmad; Vice Chair Lieberman abstained.  
COMMISSIONER LIEBERMAN: I abstain on this item because I am a client of Robert W. Baird & Company.  
The motion passed.



### BOND RESOLUTIONS

Motion-That the Commission approve the Bond Resolutions for the items listed in memos "a" through "c":

- a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's Registration Fee Revenue Refunding Bonds, in one or more series or sub-series, in an aggregate principal amount not to exceed \$300,000,000 (based on par amount), to finance the costs of (a) the current refunding of its Registration Fee Revenue Refunding Bonds, Series B of 2005, (b) the current refunding of its Registration Fee Revenue Refunding Bonds, Series C of 2005, (c) the current refunding of its Registration Fee Revenue Refunding Bonds, Series D of 2005, (d) the

funding of debt service reserves or similar funds to the extent necessary, (e) entering into one or more credit facilities in connection with the issuance of the bonds, and (f) issuance of such bonds, including any payments due upon amendment or termination of any existing swaps; authorizing the execution, delivery and distribution of the following for the bonds: (1) one or more supplemental 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, private placement agreements or direct purchase agreements, (5) agreements for the provision of one or more credit facilities or related agreements, (6) one or more remarketing agreements, (7) one or more continuing disclosure agreements, (8) one or more interest rate swaps or other derivatives, or amendments to or terminations of existing interest rate swaps; and (9) any other necessary or appropriate documents or certificates; appointing and providing for the appointment of financial advisors, swap advisor and other professionals; authorizing, if so determined, in lieu of such issuance of bonds, the conversion of the interest rate mode and remarketing of the prior bonds; authorizing the taking of further action; repealing inconsistent resolutions; and declaring that this resolution shall be liberally construed;

- b. Providing for the appointment of co-bond counsel (Squire Patton Boggs LLP; Eckert Seamans Cherin & Mellot, LLC) and disclosure counsel (Virtus, LLP) relating to the issuance of the Pennsylvania Turnpike Commission's Registration Fee Revenue Refunding Bonds, in one or more series or sub-series, in an aggregate principal amount not to exceed \$300,000,000 approved by resolution of the Pennsylvania Turnpike Commission dated April 18, 2023;
- c. Providing for the appointment of underwriters (Stifel, Nicolaus & Col, Inc./Backstrom McCarley Berry & Co., LLC; Raymond James & Associates, Inc.; RBC Capital Markets, LLC; R. Seelus and Co., LLC; Waubank Securities, LLC; and American Veterans Group) relating to the issuance of the Pennsylvania Turnpike Commission's Registration Fee Revenue Refunding Bonds, in one or more series or sub-series, in an aggregate principal amount not to exceed \$300,000,000 approved by resolution of the Pennsylvania Turnpike Commission dated April 18, 2023.

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



### BOND RESOLUTIONS

Motion-That the Commission approve the Bond Resolutions for the items listed in memos "a" through "c":

- a. Authorizing the approval of the issuance of the Pennsylvania Turnpike Commission's variable and/or fixed rate Turnpike Revenue bonds in an aggregate principal amount not to exceed \$250,000,000 in one or more series or sub-series, taxable or tax-exempt, for the purpose of financing (1) the costs of various capital expenditures for the Pennsylvania Turnpike system set forth in the Commission's current ten year capital plan, including any amendment or update thereto, or in any prior capital plan, including, but not limited to, the reconstruction of roadbed and roadway, the widening, replacing and redecking of certain bridges and/or the rehabilitation

of certain interchanges, (2) 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 related swap agreements, (3) the funding of necessary reserves, and (4) the funding of the costs of issuance of such Turnpike Revenue bonds; authorizing the execution, delivery and distribution of the following: (1) one or more supplemental trust indentures for the bonds; (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 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; (6) one or more remarketing agreements; (7) one or more continuing disclosure agreements; (8) one or more interest rate swaps or other derivatives, or amendments to or terminations of existing interest rate swaps; (9) one or more direct placement agreements and escrow deposit agreements; (10) 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. Providing for the appointment of co-bond counsel (Obermayer Rebmann Maxwell & Hippel, LLP and Raffaele & Puppio LLP) and disclosure counsel (Virtus, LLP), the appointment of certain advisors (Co-Financial Advisors-Public Resources Advisory Group; Phoenix Capital Partners, LLP) (Swap Advisor-Mohanty Gargiulo, LLC), 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 variable rate and fixed rate Turnpike Revenue bonds approved by resolution of the Pennsylvania Turnpike Commission adopted April 18, 2023 (the "bond resolution"), which resolution provided for the issuance from time to time of Turnpike Revenue bonds in an aggregate principal amount not to exceed \$250,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system;
- c. Providing for the appointment of one or more financial institutions (Barclays Capital Inc.; TD Bank, National Association; UBS Securities, LLC) 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 variable rate and fixed rate Turnpike Revenue bonds approved by resolution of the Pennsylvania Turnpike Commission adopted April 18, 2023, which resolution provided for the issuance from time to time of Turnpike Revenue bonds in an aggregate principal amount not to exceed \$250,000,000 to finance, among other things, the costs of various capital expenditures for the Pennsylvania Turnpike system and the refunding of outstanding Turnpike Revenue bonds.

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





NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, May 2, 2023 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:20 a.m.-was made by Commissioner Deon, seconded by Commissioner Ahmad, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards  
Asst. Secretary Treasurer

Sean Logan  
Secretary Treasurer

ATTACHMENTS:

- Memo received from the Chief Counsel
- Memo received from the Asst. CFO/Financial Administration
- Memo received from Eric Epstein, Rock the Capital