

MINUTES OF THE COMMISSION MEETING HELD FEBRUARY 21, 2023

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:14 a.m. on Tuesday, February 21, 2023 at the Central Office located in Middletown, Pennsylvania. Present for the meeting was Pasquale T. Deon, Sr., Commissioner. Available via telephone were Michael Carroll, Chair; Sean Logan, Secretary Treasurer; and Wadud Ahmad, Commissioner.

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

Others available via telephone were Anthony Phillips, IT Technology Analyst (in person); Bhaskar Suryakumar, Business Systems Supervisor (in person); Catherine Clements-Jenkins, Director of Diversity & Inclusion (in person); Cory Campbell, Senior Network Engineer (in person); Daniel Russell, Consultant (in person); Don Klingensmith, Asst. CFO-Financial Administration (in person); Gina Murray, Manager of Professional Services Procurement; Holly Herdman, Business Improvement & Analytic Manager; Jeff Naugle, Manager of Treasury Operations (in person); Kelly Horvath, Executive Administrative Assistant (in person); Kevin Scheurich, Asst. Chief Engineer/Design (in person); Sean Laudenslager, End User Support Supervisor (in person); Tameka Hatcher, Equal Opportunity/ADA Officer (in person); Jill Shannon, Manager of TC Systems Technologies; Nerma Gobeljic, Finance Trainee (in person); Sheri Norris, Director of Human Resources; Louis Van Gorder, Attorney 4; Andrea Gosfield, Gosfield Law; Ashley Palmer, M&M; Bernie Bydlon, Navarro & Wright; Brian Kimmett, RTC (in person); Chris Devlin, SAP; Cheryl Teamann; Christiane Reinhold; Crystalann Deardorff, Susquehanna Civil; David Ream; Damien Graeff; David. M. Davis; David Lowdermilk, WSP (in person); Derek Rogers, RIG; Don Killmeyer, ms consultants; Doug Aiken, Mackin; Eric Meyer, WRA, LLP; Eric Epstein, RTC (in person); Erin Brenneman, Modjeski & Masters; George Settelmaier, KSE; George Spanakis; Jason Bono; Jay Hancock; Jeff Davis, TranSystems; Jenna Richter; Jennie Louwerse, WSP; JT Lincoln, Dewberry; Jeff Hans, HDR; Jim McNally, Trius, Inc.; Jock Rowe, Teamsters Local 77; John Smith, Info-Matrix; Jon Livingston, Jacobs (in person); Jordan Angel; Justin Gibbons, Quality Engineering; Marianne Campbell, AGES; Matt Macey, CDR; Matthew Rosenblatt; Michael Roscoe, Schnabel Eng. (in person); Mike House, Modjeski & Masters; Mike Brion, CAI; Michele Donaghty, TY Lin; Milan Mitrovich; N Silguero; Naomi W.; Nicki Jacobs, GPI; Patricia Zabinski, Prime AE; Paul McNamee, KCI; Patrick Kane, GPI; Robert Maschke; Roger Eaton, HDR; Seemon Georges, Volkert; Stephen Risseeuw, SAP (in person); and Steve Pacchioli, Computer Aid.



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, new hires, vacancies, and a request to create, post and fill a position in the Engineering Department.

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. Mr. Epstein discussed his concern regarding his seven Right-To-Know requests, his task of establishing Standard Operating Procedures among the State Boards and Commissions, and sharing of data pertaining to the Harrisburg Area of Transportation Society.

RTC video recorded the meeting, live streamed it.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held February 7, 2023 be approved and filed as submitted-was made by Commissioner Logan, seconded by Commissioner Deon, 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 Logan, seconded by Commissioner Deon, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



UNDERWRITERS

Motion-That the Commission approve amending the pool of qualified underwriters to provide professional and other specialized services, to include Backstrom McCarley Berry and Stifel Nicolaus & Co. in the Senior Underwriter pool-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of the Agreements and Amendments for the items listed in memos "a" through "e":

- a. Amendment to our agreement with Digital Assurance Certification LLC (DAC) as a dissemination agent providing a comprehensive web-based solution to assist in providing financial and debt-related information to investors and potential investors; to extend the agreement for an additional year, at an estimated cost of \$17,000.00;
- b. Agreement with NY Life (through our broker, Alliant, Inc.) for short term disability and Accidental Death and Dismemberment (AD&D) insurance for 3 years, at an annual cost of \$852,600.00; and grant approval to terminate the current agreement with The Hartford (short term disability) and Prudential (AD&D);
- c. Supplemental Reimbursement Agreement with South Whitehall Township (Township) for the Commission to reimburse the Township partial costs for the engineering and utility relocation work necessary for the total reconstruction project from MP A53.00 to MP A57.00; for an increase of \$137,837.50 due to an updated cost adjustment, for a revised not-to-exceed cost to the Commission of \$310,620.00;
- d. Amendment to our agreement with Fugro USA Land, Inc. for automated pavement data collection, video-logging, inventory and analysis of pavement distress; exercising the option to renew the agreement for an additional two years; at a cost of \$2,000,000.00;

- e. Agreement with Accenture, upon approval of final terms and conditions as approved by the Legal Department, for a term of 7 years with 2 optional 5-year extensions, to implement, maintain and enhance a Unified Back Office System (UBOS) at a cost of \$126,970,084.00 (including contingency); and execute associated software license and technology agreements (Oracle, Q-Free, IBM, VMWare, Palo Alto Networks; SecurityBridge; BrowerStack, Cybersource, SAP; Microsoft; TeleSign) for UBOS components at a combined cost of \$72,157,189.00 (including contingency) and managed by Accenture. The Commission approved and awarded the negotiation of an Agreement with Accenture for a UBOS RFP #5876 (September 6, 2022; item F-8c).

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



RIGHT-OF-WAY REQUESTS

Motion-That the Commission approve the Right-of-Way requests for the items listed in memos “a” through “c”:

- a. Adopt the proposed Property Acquisition Resolution for Right-of-Way #14S313 (Duquesne Light Company), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$25,500.00 representing Estimated Just Compensation to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- b. Adopt the proposed Property Acquisition Resolution for Right-of-Way #14S602 (Duquesne Light Company), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$93,800.00 representing Estimated Just Compensation to counsel named at a later date; and authorize payment of additional statutory damages as calculated by the Right-of-Way Administrator and approved by the Chief Counsel;
- c. Acquisition of Right-of-Way #14S080 (County of Allegheny), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$700.00 representing fair market value to the County of Allegheny; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required; authorize the payment of additional statutory damages as calculated by the Right-of-Way Administer and approved by the Chief Counsel; and payment of fair market value to the property owner is contingent upon the delivery of a deed as prepared by the Legal Department.

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



ADVERTISING

Motion-That the Commission approve advertising for GeoAnalytic Work Order services for five years-
was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



PURCHASE ORDERS

Motion-That the Commission approve the Issuance of Purchase Orders for the items listed in memos “a” through “e”:

- a. Welding gases, exercising the option to renew the agreements for one year (March 2023 – February 2024); and approval for staff movement of funds between contracts as needed during the contract term:

Airgas USA, LLC	\$30,000.00
Dale Oxygen	15,000.00
Contingency	<u>15,000.00</u>
RENEWAL/CONTINGENCY	\$60,000.00

- b. Two (2) SuperShot 250D joint sealers, utilizing the Commonwealth’s contract with Crafcoc, Inc.; at a cost of \$133,467.90;

- c. Two (2) Elgin Broom Bear mechanical roadway sweepers, utilizing the Commonwealth’s contract with A & H Equipment, Co.; at a cost of \$725,426.00;

- d. Five (5) Hotbox asphalt storage units, utilizing the Commonwealth’s contract with Trius, Inc.; at a cost of \$201,430.00;

- e. Assignment Agreement with PAPCO, Inc. (a subsidiary of World Fuel Services, Inc.) to assign its contract for unleaded gasoline to World Fuel Services, Inc. (WFS), due to PAPCO’s back-office system transition to WFS.

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



CONTRACT AWARDS

Motion-That the Commission approve the Award of Contract #T-161.50R001-3-02 for asphalt resurfacing and concrete median barrier replacement of the Breezewood Connector, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed cost of \$10,161,000.00 and a contingency of \$500,000.00.-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



CHANGE ORDERS

Motion-That the Commission approve the Change Orders and Final Payment for the items listed in memos “a” and “b”:

- a. Change Order #12 for Contract #T-355.00P001-3-13 for construction of the I-95/I-276 Interchange, Section D10, with PKF-Mark III, Inc. for a decrease of \$803,033.82 to balance items to actual work completed, buried obstructions, topsoil, seeding and soil supplements, rock

apron, leveling course, curb, caissons, guiderail and concrete barrier; for a revised not-to-exceed amount of \$142,174,265.03;

- b. Change Order #5 and Final Payment for Contract #T-355.00P001-3-16 for Stage 1 ITS Deployment for the I-276/I-95 Interchange with Miller Bros., for a decrease of \$851,869.57 to balance items to actual work completed and a 584-day time extension due to connectivity issues with PennDOT's communication network; the final contract value is \$3,924,619.89 and final payment due to the contractor of \$68,272.63.

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



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, March 7, 2023 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:25 a.m.-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Asst. Secretary Treasurer

Sean Logan
Secretary Treasurer

ATTACHMENTS:

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