

MINUTES OF THE COMMISSION MEETING HELD FEBRUARY 3, 2025

A formal meeting of the Pennsylvania Turnpike Commission convened at 10:00 a.m. on Monday, February 3rd, 2025 at the Central Office located in Middletown, Pennsylvania. Present for the meeting were Michael Carroll, Chair; Pasquale T. Deon, Sr., Vice Chair; Sean Logan, Commissioner, and Douglas B. Farnham, Commissioner.

Also available for the meeting were Mark Compton, Chief Executive Officer; Craig Shuey, Chief Operating Officer; Catherine Clements-Jenkins, Director of Diversity & Inclusion; Doreen McCall, Chief Counsel; Rick Dreher, Chief Financial Officer; Robert Brady, Director of Operations/Projects-East (via Teams); Robert Taylor, Chief Technology Officer; Stacia Ritter, Asst. Chief Operating Officer; Tom Porter, Chief Engineer, Michael Baker Int'l and Lauren Dennis, Asst. Secretary Treasurer.

Others available via Teams Daniel Russell, Unified Technology Solutions Architect (in person); Jason Falchek, Unified Technology Solutions Architect (in person); Donald Klingensmith, Asst Chief Financial Officer (in person); Nerma Peco, Financial Analyst (in person); Kevin Scheurich, Asst. Chief Engineer/Design; Kelly Horvath, Executive Administrative Secretary; Sheri Herbst, Director of Human Resources; Holly Herdman, Debt & Derivatives Manager; Stephanie Newbury, Senior Procurement Specialist; Joan Resek, Director of Internal Audit; Daniel Laird, GAI; Hannah Kolmansberger, Navarro Wright; Jeffrey Davis, Transystems; Matthew Macey, SAI; Marianne Campbell, A.G.E.S., Inc.; Ed Reese, GDP; and Jason Shaulis, Tectonic Engineering.



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



The Asst. Secretary Treasurer, Lauren Dennis, called the roll and declared a quorum available.



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, and vacancies.

The Commissioners also engaged in informational discussions regarding various actions and matters, which have been approved at previous public meetings.



PUBLIC COMMENT

Mrs. Dennis: While Pennsylvania Turnpike Commission Meetings are held in person, the Commission will continue to post information on its website for those who wish to attend the meeting virtually. Today's meeting is being recorded and the Commission will post the recording on its website.

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. 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.

We had no requests to address the Commission.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held January 21, 2025, be approved and filed as submitted -was made by Commissioner Deon, seconded by Commissioner Farnham, and passed unanimously.



COMMUNICATION

Motion-That the Commission approves the memo received from the Chief Counsel-was made by Commissioner Deon, seconded by Commissioner Farnham, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



POLICY & SETTLEMENT AGREEMENT

Motion-That the Commission approve the Policy Letter and Settlement Agreement listed in memos “a” and “b”:

- a) Adopt new Policy Letter 1.03, Audit Committee, to establish the Audit Committee, define its responsibilities as assigned by the Commissioners, and provide oversight of all material aspects of the Commission’s financial reporting process, audit process, system of internal controls, and compliance with applicable laws and regulations;
- b) Settlement Agreement and Release (Agreement) between the Commission and Applegreen PA Welcome Centres LLC (Applegreen) for the Commission to reimburse Applegreen for the partial cost as mutually agreed by the parties for the transportation of construction fill located at the

Valley Forge Service Plaza as part of Applegreen’s sinkhole remediation project and authorize the appropriate Commission official to execute the Agreement as prepared by the legal department.

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



AGREEMENTS

Motion-That the Commission approve the negotiation and execution of Agreements for the items listed in memos “a” through “c”:

- a) Agreement with Digital Assurance Certification LLC (DAC) to provide a comprehensive web-based solution to assist in providing financial and debt-related information to investors and potential investors for a five (5) year contract with two (2) one-year extensions; at an estimated cost of \$93,000.00;
- b) Settlement Agreement and Release with Christine Noel; authorize the appropriate Commission officials to execute the necessary settlement documents; and authorize payment of the workers’ compensation settled amount;
- c) Agreements for enhanced payment services components of the Unified Back Office System (UBOS), including: (1) a new agreement for Nuvei’s payment gateway services; (2) an amendment to our current agreement, or a new agreement, as determined by our Legal Department, with PNC Bank, N.A. (PNC) and PNC Merchant Services Company (PNCMS) for merchant acquiring services; and (3) agreements with Apple, Inc. for Apple Pay, Google, LLC for Google Pay, and Zelle (through PNC Bank, N.A.); to utilize the vendors’ services and products for a combined estimated cost of \$14,414,736.00 for 7 years to coincide with UBOS schedules and anticipated to begin in 2027.

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



RIGHT-OF-WAY ITEMS

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

- a) Approve an Authorization to Enter and Release Agreement for Project Parcel 58 (Craig A. Smith and Ashlie M. Smith), necessary for the Total Reconstruction project at MP 320.00 through MP 324.00 to complete work associated with the installation of fencing and landscaping; and authorize the appropriate Commission officials to execute the Authorization to Enter and Release Agreement as drafted by the Legal Department;
- b) Acquisition of Right-of-Way #7079-0 (Janice E. & James Dagle), a partial take parcel necessary for the I-95 Interchange project by authorizing payment of \$800.00 representing payment of appraisal fees to George Sengpiel & Associates, Inc.; and authorize payment of appraisal fees as calculated by the Right-of-Way Administrator and approved by the Chief Counsel.

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



CHANGE ORDERS & FINAL PAYMENTS

Motion-That the Commission approve the change orders and final payments for the items listed in memos “a” and “b”:

- a) Change Order #1 and Final Payment for Contract #EN-00284-03-04 for bridge repairs between MP 236.22 and MP 356.42 with J.P.S. Construction Co., Inc. for a decrease of \$1,301,015.22 to reflect the actual cost of the completed work authorizations; for a final contract value of \$1,198,984.78 and final amount due to the contractor of \$59,949.24;
- b) Change Order #1 and Final Payment for Contract #EN-00283-03-03 for sinkhole repairs between MP 312.03 and MP 356.42, MP H-40.83 and MP H-43.44 and MP A-20.00 and MP A-70.07 with J.D. Eckman, Inc. for a decrease of \$1,065,208.40 to reflect the actual cost of the completed work authorizations; for a final contract value of \$934,791.60 and final amount due to the contractor of \$18,695.83.

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



AWARD OF A BID, CHANGE ORDERS AND THE ISSUANCE OF PURCHASE ORDERS

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

- a) Open-end drilling contract, to the lowest responsive and responsible bidder, TranSystems Corporation; at a total not-to-exceed amount of \$900,000.00 or three (3) years, whichever occurs first;
- b) New equipment for changeable message signs at MP 238.2E and MP 239.30, utilizing the Commonwealth’s contract with ePlus Technology, Inc.; at a cost of \$108,738.62;
- c) Rubrik Cloud Vault software for Customer Service Center servers and SQL database backups, exercising the option to renew the agreement for an additional two (2) years (February 1, 2025 - January 31, 2027) with ePlus Technology, Inc.; at a cost of \$187,880.47;
- d) Borealis Public Outreach tool software and professional services, exercising the option to renew the agreement for an additional three (3) years (April 1, 2025 - March 31, 2028) with SHI International Corp.; at a cost of \$205,041.96;
- e) Upgrade to Tenable One with PCI ASV, which fulfills PCI compliance requirements and includes new licenses for Web Application scanning and AD Vulnerability from February 14, 2025 through

February 13, 2026, utilizing the Sourcewell contract with SHI International Corp.; at a cost of \$225,774.85;

- f) CISCO Cloud Webex Calling and Call Center, utilizing the Commonwealth’s contract with ePlus Technology, Inc.; at a cost of \$206,058.00.

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



AWARD OF CONTRACTS

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

- a) Contract #EN-00306-03-06 for roadway and miscellaneous repairs between MP 299.98 and MP 356.42, between MP H-40.83 and MP H-43.44 and between MP A-20.00 and MP A-31.34, to the lowest responsive and responsible bidder, J.D. Eckman, Inc.; at a not-to-exceed amount of \$6,000,000.00;
- b) Contract #EN-00306-03-04 for roadway and miscellaneous repairs between MP 122.00 and MP 201.58, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$5,000,000.00;
- c) Contract #EN-00306-03-02 for roadway and miscellaneous repairs along Toll I-376, Turnpike 43, Turnpike 576 and Turnpike 66, to the lowest responsive and responsible bidder, Eurovia Atlantic Coast LLC; at a not-to-exceed amount of \$2,500,000.00;
- d) Contract #EN-00306-03-05 for roadway and miscellaneous repairs between MP 201.58 and MP 299.98, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$4,000,000.00;
- e) Contract #EN-00306-03-03 for roadway and miscellaneous repairs between MP 0.00 and MP 122.00, to the lowest responsive and responsible bidder, New Enterprise Stone & Lime Co., Inc.; at a not-to-exceed amount of \$5,500,000.00;
- f) Contract #EN-00306-03-07 for roadway and miscellaneous repairs between MP A-31.34 and MP A-130.64, to the lowest responsive and responsible bidder, J.D. Eckman, Inc.; at a not-to-exceed amount of \$7,000,000.00.

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



BOND RESOLUTION AMENDMENTS

Motion-That the Commission Approve the amending the Bond Resolutions approved September 17, 2024 for Bond Declaration of Intent for the items listed in memos “a” and “b”:

- a) Amendment to the authorization for the issuance and sale of the Pennsylvania Turnpike Commission’s senior indenture revenue bonds, Series of 2025 to finance the costs of the capital project approved by resolution of the Pennsylvania Turnpike Commission adopted September 17, 2024 (the “original resolution”) to permit the Pennsylvania Turnpike Commission to adopt an “official intent” to reimburse pursuant to the Federal Treasury regulations; confirming certain officials of the Pennsylvania Turnpike Commission as “authorized officers” for purposes of this resolution and authorizing the taking of further action; ratifying and confirming the original resolution and previous actions in furtherance thereof; and declaring that this resolution shall be liberally construed;
  
- b) Amendment of the official intent of the Commission, as referred to in Section 1.150-2 of the Treasury regulations promulgated under the Internal Revenue Code of 1986, as amended, to increase from \$50,000,000 to \$150,000,000 the maximum principal amount of reimbursable expenditures for project costs that the Commission expects to be initially paid from other available funds of the Commission and reimbursed from proceeds of the Pennsylvania Turnpike Commission Turnpike revenue bonds approved by resolution of the Pennsylvania Turnpike Commission adopted on September 17, 2024 (the "original resolution"); confirming certain officials of the Pennsylvania Turnpike Commission as "authorized officers" for purposes of this resolution and authorizing the taking of further action; ratifying and confirming the original resolution and previous actions in furtherance thereof; and declaring that this resolution shall be liberally construed.

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



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission is scheduled on Tuesday, February 18, 2025 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 10:04 a.m.-was made by Commissioner Deon, seconded by Commissioner Farnham, and passed unanimously.



PREPARED BY:

Lauren Dennis  
Asst. Secretary Treasurer

APPROVED BY:

Dr. Keith Leaphart  
Secretary Treasurer

ATTACHMENT

Memo received from the Chief Counsel