

MINUTES OF THE COMMISSION MEETING HELD JUNE 18, 2024

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:00 a.m. on Tuesday, June 18, 2024 at the Central Office located in Middletown, Pennsylvania. Present for the meeting was Michael Carroll, Chair. Available via Teams were Pasquale T. Deon, Sr., Commissioner; and Dr. Keith Leaphart, Secretary Treasurer.

Also available for the meeting were Mark Compton, Chief Executive Officer; Craig Shuey, Chief Operating Officer; Brad Heigel, Chief Engineer; Catherine Clements-Jenkins, Director of Diversity & Inclusion; Doreen McCall, Chief Counsel; Kelli Roberts, Chief Strategy and Communications Officer; Rick Dreher, Chief Financial Officer; Robert Taylor, Chief Technology Officer; Tom Porter, Michael Baker Int'l; and Ann Louise Edwards, Asst. Secretary Treasurer.

Others available via Teams were Crispin Havener, Media Communications Specialist; Daniel Russell, Unified Technology Solutions Architect (in person); Don Klingensmith, Asst. CFO/Financial Administration (in person); Fawn Cassel, Contracts Management Services Manager (in person); Jason Falchek, Unified Technology Solutions Architect (in person); Jeff Naugle, Manager of Treasury Operations/Asst. Secretary Treasurer (in person); Holly Herdman, Debt and Derivatives Manager; Kelly Horvath, Executive Administrative Assistant (in person); Marcus Chaisson, Consultant (in person); Robert Firestine, Human Resources Specialist; Sheri Norris, Director of Human Resources; Steve Marroni, Communications Specialist (in person); Jason Bono, HDR; Camille Evans, Endow Law; Catherine Francis, Lehman Engineers; Chris Messner, GPI; Daniel Laird, GAI; Hannah Kolmansberger, Navarro & Wright; Michael House, Modjeski; Jim Frank, Lehman Engineers; Don Killmeyer, ms consultants; Lori Karalius, CAI; Jennie Louwerse, WSP; Brad McCullough, HDR; Michele Girolami, Gibson-Thomas; Mike Houser, Markosky; Kenneth Olup, Hill Int'l; Peter Chronowski, RETTEW; Randy Fox, Microsoft; and Roger Eaton, HDR.



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.



SUNSHINE ANNOUNCEMENT

The Commissioners met in Executive Session prior to today's Formal Agenda Session to consider matters of Personnel, which included a performance incentive, new hires, promotions, reclassifications, 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. Edward: 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.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held June 4, 2024, be approved and filed as submitted.
-was made by Commissioner Deon, seconded by Commissioner Leaphart, 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 Leaphart, and passed unanimously.



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



POLICY LETTERS

Motion-That the Commission adopt revisions to Policies for the items listed in memos "a" through "d":

- a. Revisions to Policy 2.20, Administration and Personnel Committees, to change membership for Committee on Administration and to clarify the process;
- b. Revision to Policy 8.12, IT Security and Risk Management, to update position titles and clarify definitions;

- c. Revisions to Policy 10.03, Purchasing Card (PCard) Program, to address recommendations from the 2023 PCARD Audit and clarify document storage and sales tax;
- d. Revisions to Policy 10.04, Indemnification and Hold Harmless Legal Assistance, to change the subject of the policy, and update definitions, and address appropriate reimbursement of expenses.

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



AGREEMENT

Motion-That the Commission approve the negotiation and execution of an amendment to our agreement with Applegreen USA Family Restaurants, LLC for lease and management of the service plazas, to change how price adjustments are to be implemented and to address the maintenance, repair and operation of existing truck parking lots and additional truck and trailhead parking at the Highspire, Lawn and Sideling Hill Service Plazas and the addition of trailhead parking at the Sideling Hill Service Plaza -was made by Commissioner Deon, seconded by Commissioner Leaphart and passed unanimously.



RIGHT-OF-WAYS

Motion-That the Commission approve the Acquisition of Right-of-Ways Requests for the items listed in memos "a" through "d":

- a. Acquisition of Right-of-Way \$3314-A1 (Toigo Organic Farms, LLC; Mark Toigo), a partial take parcel necessary for the drainage project at MP 228.54 by authorizing payment of \$8,323.00 representing fair market value and pro-rated taxes to Toigo Organic Farms, LLC; also authorize payment of \$98.75 representing recording fees to Cumberland County Recorder of Deeds; authorize the appropriate Commission officials to execute the agreement of sale, and other documents that may be required for closing; 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 deed as prepared by the Legal Department;
- b. Acquisition of Right-of-Way #14S285 (Union Railroad Company, LLC), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$121,800.00 representing fair market value to Union Railroad Company, LLC; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; 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 deed as prepared by the Legal Department;

- c. Acquisition of Right-of-Way #14S421 (Union Railroad Company, LLC), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$70,000.00 representing fair market value to Union Railroad Company, LLC; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; 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 deed as prepared by the Legal Department;
- d. Acquisition of Right-of-Way #14S601 (Union Railroad Company, LLC), a partial take parcel necessary for construction of the Mon/Fayette Expressway, Rt. 51 to I-376, by authorizing payment of \$381,700.00 representing fair market value to Union Railroad Company, LLC; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; 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 deed as prepared by the Legal Department.

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



SUPPLEMENTAL AGREEMENT

Motion–That the Commission approve the negotiation and execution of Supplemental Agreement #1 for Contract 4400008839 for General Consulting Services with Michael Baker International, Inc., to exercise the option to renew the agreement for an additional two (2) years (June 2025 – May 2027) at a cost of \$9,000,000.00 for a revised not-to-exceed amount of \$39,000,000.00-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



PURCHASE ORDERS

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

- a. Facility electrical repairs and upgrades for Districts 4 & 5, to the lowest responsive and responsible bidders; and approval for staff movement of funds between service contracts as needed during the contract term:

Clark Contractors	District 4	\$150,000.00
Clark Contractors	District 5	<u>150,000.00</u>
TOTAL AWARDS		\$300,000.00
- b. InfoTech Membership, exercising the option to renew the agreement for an additional year (June 21, 2024 – June 30, 2025) with Info-Tech Research Group, Inc.; at a cost of \$69,568.11;

- c. Sodium Chloride, exercising the option to renew the agreements for an additional two-years (August 2024 – July 2025); and approval for staff movement of funds between contracts as needed during the contract term:

Cargill, Inc.	\$ 0.00
Riverside Construction Materials, Inc.	1,000,000.00
Compass Minerals America, Inc.	NO RENEWAL
Eastern Salt Co., Inc.	1,000,000.00
American Rock Salt Co., Inc.	1,000,000.00
Morton Salt, Inc.	<u>2,000,000.00</u>
TOTAL APPROVAL	\$5,000,000.00

- d. IMI compliant mailing machine (as mandated by USPS) with Quaident, Inc., to lease a machine for East Park Drive for five (5) years at a cost of \$80,425.80.

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



AWARD OF CONTRACT

Motion-That the Commission approve the Award of Contract #A-128.00R001-3-02 for asphalt resurfacing between MP A128.03 and MP A129.54, to the lowest responsive and responsible bidder, H&K Group, Inc.; at a not-to-exceed amount of \$1,394,529.75 and a contingency of \$65,000.00-was made by Commissioner Deon, seconded by Commissioner Leaphart, and passed unanimously.



CHANGE ORDERS

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 #T-306.00R003-3-02 for asphalt resurfacing between MP 306.39 and MP 312.82 with Reading Site Contractors, for a decrease of \$941,978.33 for normal quantity adjustments, milling, concrete pavement patching, polyurethane stabilization, superpave mix and asphalt adjustments, for a final contract value of \$4,835,328.06 and final amount due to the contractor of \$228,746.30;
- b. Change Order #1 and Final Payment for Contract #T-031.00R002-3-02 for asphalt resurfacing between MP 31.20 and MP 39.64 with Lindy Paving, Inc., for a decrease of \$194,045.78 for normal quantity adjustments, drainage, pavement marking removal, concrete barrier, excavation, subbase and asphalt adjustments, for a final contract value of \$18,178,198.71 and final amount due to the contractor of \$721,573.14.

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



AWARD OF SERVICES

Motion-That the Commission approve the award of services and authorize the negotiations and execution of an agreement with the selected firm/firms for the items listed in memos “a” through “c”:

a. T00255, storage tank management/environmental services systemwide:

- Skelly & Loy, Inc.-AWARDED

Staff Briefing by Brad Heigel. The Commission has selected firm Skelly & Loy, Inc. for award based on the Commission’s determination that the firms’ proposals are the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted.

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

b. T00258, mechanical/electrical/plumbing open-end design services:

- Burns Engineering, Inc.-AWARDED

Staff Briefing by Brad Heigel. The Commission has selected firm Burns Engineering, Inc. for award based on the Commission’s determination that the firms’ proposals are the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firm has demonstrated it has performed very well on its current project, with similar services, thus demonstrating the ability to deliver the required services.

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

c. RFP #11614, application development work order services:

- CrowdPlat, Inc.-AWARDED
- Data-Core Systems, Inc.-AWARDED
- Deloitte Consulting, LLP-AWARDED
- KPMG, LLP-AWARDED
- Kyndryl, Inc.-AWARDED

Staff Briefing by Robert Taylor. The Commission has selected CrowdPlat, Inc.; Data-Core Systems, Inc.; Deloitte Consulting, LLP; KPMG, LLP; and Kyndryl, Inc. for award based on the Commission’s determination that the firms’ Proposals are the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firms have years of demonstrated significant experience, specialized expertise, and qualifications to support the defined requirements.

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



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission is scheduled on Tuesday, July 2, 2024 beginning at 11:00 a.m.



ADJOURNMENT

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



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Asst. Secretary Treasurer

Dr. Keith Leaphart
Secretary Treasurer

ATTACHMENTS

Memo received from the Chief Counsel

Memo received from the Asst. CFO-Financial Administration