

MINUTES OF THE COMMISSION MEETING HELD NOVEMBER 1, 2022

A formal meeting of the Pennsylvania Turnpike Commission convened at 11:08 a.m. on Tuesday, November 1, 2022 at the Central Office located in Middletown, Pennsylvania. Available via telephone were Wadud Ahmad, Chair; William K. Lieberman, Vice Chair; Sean Logan, Secretary Treasurer; Yassmin Gramian, P.E., Commissioner/Secretary of Transportation; and Pasquale T. Deon, Sr., 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 DeFebo, Director of Communications and Customer Experience; Charles Duncan III, Chief Compliance, Legislative & Cultural Affairs; 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 telephone); Robert Taylor, Chief Technology Officer; Stacia A. Ritter, Esq., Asst. Chief Operating Officer/Toll Collection (via telephone); Tom Porter, Michael Baker Int'l.; and Ann Louise Edwards, Assistant Secretary Treasurer.

Others available via telephone were Anna Marcella, Executive Administrative Secretary (in person); Bernie Bydron, Construction Engineering Manager; Don Klingensmith, Asst. CFO-Financial Administration (in person); Daniel Russell, Consultant (in person); Gina Murray, Manager of Professional Services Procurement; Jeff Naugle, Manager of Treasury Operations (in person); Kelly Horvath, Executive Administrative Assistant; Kevin Scheurich, Asst. Chief Engineer/Design (in person); Laura Arneson, Manager of Insurance & Risk Services (in person); Sean Laudenslager, End User Support Supervisor (in person); Amy Knelly, World Wide Technology; Andrea Gosfield, Gosfield Law; Brad Milbrand, CAI; Christy Batchelor, STV; David Lowdermilk, WSP; Ed Reese, GPD Group; Eric Madden, JMT; George Settelmaier, KS Engineers; Greg Shiffler, TRC; Jennie Louwerse, WSP; Jeff Davis, TranSystems; Jock Rowe, Teamsters Local 77; Jim Brady, STV; Karen Gabel, Erdman Anthony; Michele Girolami, Gibson Thomas; Michele Donaghy, T.Y. Lin; Mike Brion, CAI; Patrick Kane, GPI; Rachel Perrego, Susquehanna Civil; Seemon Georges, Volkert; Steve Pacchioli, CAI; and Steve McGinley, Kimley Horn.



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



The Assistant 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, and vacancies.

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.

We had no requests to address the Commission.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held October 18, 2022 be approved and filed as submitted-was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



COMMUNICATION

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



PERSONNEL

Motion-That the Commission approves 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 R. Seelaus & Co., LLC. -was made by Commissioner Logan, seconded by Commissioner Deon, and passed unanimously.



AGREEMENTS

Motion-That the Commission approves 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.

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



RIGHT-OF-WAY REQUEST

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



BOND RESOLUTIONS

Motion-That the Commission approves the Bond Resolution for the item listed in memo “a”:

- 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;

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

Motion-That the Commission approves the Bond Resolution for the item listed in memo “b”:

- 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.

-was made by Commissioner Logan, seconded by Commissioner Deon;

COMMISSIONER LIEBERMAN: I abstain on the item because Clark Hill PLC are clients of my firm. The motion passed.



PURCHASE ORDERS

Motion-That the Commission 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;
- 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

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



CONTRACT AWARD

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



AWARD OF SERVICES

Motion-That the Commission 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.-was made by Commissioner Deon, seconded by Commissioner Logan.

A motion was made by Chair Ahmed to award as follows; not second:

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

The motion to award as follows, was passed.

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

The Commission has selected firm USA Architects, Planners and Interior Designers, LTD for award based on the Commission’s determination that the firm’s Statement of Interest is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. USA Architects, Planners and Interior Designers, LTD has performed well on its past PTC projects and currently has a low and minimal difference compared to other firms in volume of work with the PTC.

- 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

-was made by Commissioner Deon, seconded by Commissioner Logan; and passed unanimously. The Commission has selected firm USA Architects, Planners and Interior Designers, Ltd. for award based on the Commission’s determination that the firm’s Statement of Interest is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. USA Architects, Planners and Interior Designers, Ltd. has performed well on its past PTC projects and currently has a low and minimal difference compared to other firms in volume of work with the PTC.



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, November 15, 2022 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:18 a.m.-was made by Commissioner Deon, seconded by Commissioner Logan, and passed unanimously.



PREPARED BY:

APPROVED BY:

Ann Louise Edwards
Assistant Secretary Treasurer

Sean Logan
Secretary Treasurer

ATTACHMENT:

Memo received from the Chief Counsel