

MINUTES OF THE COMMISSION MEETING HELD SEPTEMBER 19, 2023

A formal meeting of the Pennsylvania Turnpike Commission convened at 10:59 a.m. on Tuesday, September 19, 2023 at the Central Office located in Middletown, Pennsylvania. Available via telephone were William K. Lieberman, Vice Chair; Dr. Keith Leaphart, Secretary Treasurer; Pasquale T. Deon, Commissioner; Sean Logan, Commissioner; and Michael Rebert, Acting Deputy Secretary for Highway Administration.

Also available for the meeting were Mark Compton, Chief Executive Officer; Craig Shuey, Chief Operating Officer (via telephone); Brad Heigel, Chief Engineer; Carl DeFebo, Director of Communication and Customer Experience; Don Klingensmith, Asst. CFO-Financial Administration; Doreen McCall, Chief Counsel; John DeRicci, Director of Maintenance; Kelli Roberts, Director of Policy and External Affairs; Rick Dreher, Chief Financial Officer (via telephone); Robert Brady, Director of Operations/Projects-East; Robert Taylor, Chief Technology Officer; Stacia Ritter, Asst. Chief Operating Officer/Toll Collection; Tom Macchione, Director of Traffic Engineering & Ops.; Tom Porter, Michael Baker Intl.; and Ann Louise Edwards, Asst. Secretary Treasurer.

Others available via telephone were Daniel Russell, Consultant (in person); Holly Herdman, Debt & Derivatives Manager; Jeff Naugle, Manager of Treasury Operations (in person); Kathryn Hartzell, Director of Technology & Innovation (in person); Kelly Horvath, Executive Administrative Assistant (in person); Kevin Scheurich, Asst. Chief Engineer/Design (in person); Kimberlee Waiwada, Facilities/Special Projects Manager; 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; Steve Barber, Michael Baker Int'l. (in person); and Tameka Hatcher, Equal Opportunity/ADA Officer (in person); Allie Slizofski, Drive Eng. (in person); Ann Mark, McCormick Taylor; Brad Milbrand, CAI; Camille Evans, Virtus LLP; Chad Decker, Dawood; Chris Messner, GPI; Crystalann Deardorff, Susquehanna Civil; D.E. Veydt, GF; Dave Snively, CDR Maguire; Doug George, HW Lochner; Don Pasquinelli, CEC; Ed Reese, GPD Group; Eric Meyer, WRA, LLP; Garret Amsbaugh, CCJM; Gary Graham, McMahon; George Settelmaier, KSE; Hannah Kolmansberger, Navarro & Wright; Heather Sweitzer, NTM; J. Perrego, WBCM; Joe Romano, LDG; J.T. Lincoln, Dewberry; Jeff Davis, TranSystems; Jennie Louwerse, WSP; Jim Brady, STV; John Nicholson, WSP; Jon Livingston, Jacobs; Josh Wilson, ATCS; Kristi Reichard, AMT Engineering (in person); Mahmood Shehata, RKK; Marianne Campbell, AGES; Matt Stamper, Claroty; Matthew Kusic, GF; Michele Donaghy, T.Y. Lin; Michele Girolami, Gibson Thomas; Mike Davidson, Drive; Mike House, M&M; Mike Houser, Markosky; Mike Mecca, LaBella; Mike Poletti, ATCS; Nicki Jacobs, GPI; Robert Maschke, WSP; Samuel Knaster, LaBella; Seemon Georges, GPI; Steve Cunningham, Jacobs; and Steve McGinley, Kimley Horn.



Vice Chair Lieberman 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 new hires, promotion, vacancies and requests to create, post and fill positions in the Traffic Engineering and Operations 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.

We had not requests to address the Commission.



MINUTES OF THE MEETING

Motion-That the Minutes of the meeting held September 5, 2023, be approved and filed as submitted-was made by Commissioner Logan, seconded by Commissioner Leaphart, and passed unanimously.



COMMUNICATION

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



PERSONNEL

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



UNFINISHED BUSINESS

No Unfinished Business to consider.



POLICY LETTERS

Motion-That the Commission adopt the revisions to the Policy Letters for the items listed in memos “a” and “b”:

- a. Revisions to Policy Letter 3.04, Policy on Smoking and Other Tobacco Products, to expand the scope of the Policy to include consultants and business partners, as well as defining the Policy’s applicability to remote work environments; formally prohibits smoking during virtual meetings; explicitly states that medical marijuana is not included in this Policy, as it is strictly prohibited in the workplace; expands definitions to include business partners, as well as further defining smoking; to reflect changes to Commission department names; to define where signage for non-smoking facilities and areas are to be posted; and to update the contact person for questions or issues related to the Policy;
- b. Revisions to Policy Letter 5.03, Access Control at PTC Facilities and Gates for Authorized Personnel, to process credit card data and comply with PCI DSS (Payment Card Industry Data Security Standard) requirements due to the future implementation of UBOS.

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



AGREEMENTS

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

- a. Reimbursement Agreement with Peoples Natural Gas Company, LLC (PNG) to reimburse PNG the cost for the engineering and facility relocation work necessary for the construction of the Mon/Fayette Expressway, Section 53-A2 project (Line M-77); at a not-to-exceed amount of \$3,234,402.50;
- b. Reimbursement Agreement with Peoples Natural Gas Company, LLC (PNG) to reimburse PNG the cost for the engineering and facility relocation work necessary for the construction of the Mon/Fayette Expressway, Section 53-A2 project (Line D-115); at a not-to-exceed amount of \$1,658,444.05;

- c. Reimbursement Agreement with Peoples Natural Gas Company, LLC (PNG) to reimburse PNG the cost for the engineering and facility relocation work necessary for the construction of the Mon/Fayette Expressway, Section 53-A2 project (Line M-16); at a not-to-exceed amount of \$446,086.51;
- d. Amendment to our agreements with Public Resources Advisory Group (PRAG) and Phoenix Capital for financial advisory services; exercising the option to renew the agreements for an additional year (January 19, 2024 – January 18, 2025 and January 15, 2024 – January 14, 2025, respectively);
- e. Agreement with Applegreen Electric to install, maintain and operate electric vehicle charging ports at the PTC Service Plazas;
- f. Agreement with KUBRA Cash Payment Network for integration into the new Unified Back Office System (UBOS) to prevent a delay or interruption of service for our customers for up to five (5) years at a not-to-exceed amount of \$55,000.00; and authorize the Asst. Chief Operating Officer-Toll Collection to approve annual operational costs of these services, that may vary based on usage, and are estimated cost of \$114,000.00 for FY2024.

-was made by Commissioner Logan, seconded by Commissioner Leaphart, 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 “e”:

- a. Acquisition of Right-of-Way #15014-A (April May Rusu), a total take parcel necessary for construction of the SR 130 Irwin Interchange project by authorizing payment of \$61,077.25 representing fair market value, pro-rated taxes and recording fees to Fee Simple Settlement, 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 approved by the Legal Department;
- b. Settlement of 122 Cecil Sturgeon Road (Max T. Phillips) property used during construction of the Southern Beltway, US 22 to I-79, related to a required connection to public sewer during and use of land during construction; authorize payment of \$7,000.00 to Max T. Phillips; authorize the appropriate Commission officials to execute the Settlement Agreement as drafted and approved by the Legal Department; and payment of settlement funds is contingent upon Mr. Phillips’ execution and delivery of the Settlement Agreement;
- c. Adopt the proposed Property Acquisition for Right-of-Way #17931 (United States Department of Veteran Affairs (VA)) to transfer two oil and gas leases to VA owned by Oakbrooke Muse

Partners, L.P.; Arthur Schwotzer; Eric Schwotzer; JJ Oil & Gas Incorporated; Dale Property Services Penn, LLC; Dale Pennsylvania Royalty, L.P.; Dale Property Services Penn, L.P.; Chesapeake Appalachia, LLC; Statoilhydro USA Onshore Properties, Inc.; Range Resources – Appalachia, LLC; and Equitable Gas Company, for the Southern Beltway, US Rt. 22 to I-79 project, authorizing payment of \$5,000.00 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;

- d. Acquisition of Right-of-Way #7077-C (WB Gardena Company and 4100 Mexico, LLC), a partial take parcel necessary for construction of the I-95 Interchange, Section A, Ramp D reconstruction project, by authorizing payment of \$81,504.50 representing fair market value and pro-rated taxes to WB Gardena Company and 4100 Mexico, LLC; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing; authorize 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 owners is contingent upon the delivery of a deed as approved by the Legal Department;
- e. Acquisition of Right-of-Way #15015-D (NB Penn, LLC), a total take parcel necessary for the total reconstruction from MP 57.00 to MP 67.00, by authorizing payment of \$3,325,218.00 representing fair market value and recording fees to Fee Simple Settlement LLC; authorize the appropriate Commission officials to execute the Agreement of Sale and other documents that may be required for closing, authorize 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 approved by the Legal Department.

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



POOL OF QUALIFIED COUNSEL

Motion-That the Commission approve amending the pool of qualified disclosure counsel to replace Virtus LLP with Endow Law as Virtus LLP will transition to Endow Law effective October 1, 2023; and amend the bond resolution adopted April 18, 2023 which provided for the appointment of Virtus LLP as disclosure counsel, to provide for the appointment of Endow Law as successor to Virtus LLP for purposes of the bonds defined in the April 18, 2023 resolution-was made by Commissioner Logan, seconded by Commissioner Leaphart, and passed unanimously.



PURCHASE ORDERS

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

- a. Enhanced licensing for the Claroty Environment (September 2023 - September 2026), utilizing the Omnia Partners cooperative purchasing agreement with Insight Public Sector, Inc.; at a cost of \$357,301.00;
- b. Post sleeve contract with Main Stream Industries, Inc., for an additional 1,200 post sleeves; at a cost of \$200,000.00;
- c. Herbicide contracts, exercising the option to renew the agreements for an additional year (October 2023 - September 2024):

Arborchem	\$250,000.00
Nutrien Ag Solutions	75,000.00
Contingency	<u>25,000.00</u>
TOTAL RENEWAL	\$350,000.00
- d. Formal approval for an emergency procurement that was conducted for Palo Alto XSOAR, Cortex and XDR cloud firewall protection (June 6, 2023 – October 31, 2023) utilizing the Federal GSA contract with ePlus Technology in the amount of \$259,789.07; and approval for same procurement for October 28, 2023 - June 27, 2024, at a cost of \$379,472.39;
- e. Thirty-five (35) Single axle and tandem axle dump trucks with M&K Truck Center of Harrisburg, LLC; exercising the option to renew the agreement for an additional year (October 2023 – September 2024); at an estimated cost of \$9,500,000.00;
- f. Replacement of one UPS for the Allegheny Tunnel, utilizing the Commonwealth’s contract with Schultheis Electric; at a cost of \$132,000.00;
- g. Fuels bulk propane for five (5) years (October 2023 – July 2028), to the lowest responsive and responsible bidder, AmeriGas Propane, LP; at a cost (plus contingency) of \$450,000.00;
- h. Media placement services for E-ZPass, AET/ORT, employee and roadway safety and other campaigns for two (2) years (September 2023 – September 2025); utilizing the Commonwealth’s contract with Red House Communications, Inc.; at a cost of \$3,730,000.00.

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



AWARD OF CONTRACTS

Motion-That the Commission approve the Close Out, Change Orders and Final Payments for the items listed in memos “a” through “e”:

- a. Close Out documents for Contract #T-206.00T001-3-02 for roadway and bridge reconstruction from MP 206.89 to MP 210.92 with Hempt Bros., Inc.; no final change order or final payment is necessary, and contract is 100% complete;

- b. Change Order #1 and Final Payment for Contract #EN-00279-03-04 for bridge repairs between MP 236.22 and MP 356.42 with Bill Anskis Company, Inc. for decrease of \$635,302.96 to reflect the actual cost of the completed work authorizations; for a final contract value of \$1,864,697.04 and final payment due to the contractor of \$18,646.97;
- c. Change Order #1 and Final Payment for Contract #T-235.00R002-3-02 for asphalt resurfacing between MP 235.51 and MP 241.98 with New Enterprise Stone and Lime, Co., Inc. for an increase of \$21,814.49 for normal quantity adjustments, lane rental fees, barrier delineation and price adjustments for asphalt materials; for a final contract value of \$6,046,404.84 and final payment due to the contractor of \$657,020.36;
- d. Change Order #1 and Final for Contract #EN-00282-03-05 for roadway and miscellaneous repairs between MP 201.58 and MP 299.98 with J.D. Eckman, Inc. for a decrease of \$180,004.47 to reflect the actual cost of the completed work authorizations; for a final contract value of \$3,819,995.53 and no final payment due to the contractor;
- e. Change Order #2 and Final Payment for Contract #T-226.00R002-3-02 for asphalt resurfacing between MP 226.63 and MP 235.53 with New Enterprise Stone and Lime, Co., Inc. for a decrease of \$342,290.81 for normal quantity adjustments, pavement markings, signage, gore areas, anchor bolts, MPT, flasher installation and asphalt adjustments; for a final contact value of \$7,234,597.56 and final payment due to the contractor of \$270,300.14.

-was made by Commissioner Logan, 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/agreements with the selected firm/firms for the items listed in memos “a” through “e”:

- a. T00235/T00236/T00237/T00238, Engineering design services systemwide, the highly recommended firms in alphabetical order:
 - LaBella Associates, P.C.-AWARDED
 - P. Joseph Lehman, Inc. Consulting Engineers-AWARDED
 - Rettew Associates, Inc.-AWARDED
 - Whitney, Bailey, Cox & Magnani-AWARDED
 - Century Engineering
 - Dawood Engineering, Inc.

Staff briefing by Brad Heigel

The Commission has selected firms LaBella Associates, P,C,; P. Joseph Lehman, Inc.; Rettew Associates, Inc.; and Whitney, Bailey, Cox & Magnani 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. These firms have a large Pennsylvania presence and current workload can justify additional work.

- a motion was made by Commissioner Logan; seconded by Commissioner Leaphart, passed unanimously.

b. T00242/T00243/T00244/T00245, Traffic Engineering and Operations services systemwide, the highly recommended firms in alphabetical order:

- Jacobs Engineering Group-AWARDED
- Kimley-Horn and Associates, Inc.-AWARDED
- PRIME AE Group, Inc.-AWARDED
- Whitman, Requardt and Associates, LLP-AWARDED

Staff briefing by Tom Macchione

The Commission has firms Jacobs Engineering Group; Kimley-Horn and Associates, Inc.; PRIME AE Group, Inc.; and Whitman, Requardt and Associates, LLP 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. These firms' staffing capacity and current workload with the Commission allows them to handle additional work.

- a motion was made by Commissioner Logan; seconded by Commissioner Leaphart, passed unanimously.

c. RFP #10873, Contracted Spill Response Team-Area 2 for coverage from MP 75.30 to MP 179.40 and AKH MP G0.00 to MP G13.40, the highly recommended firm:

- McCutcheon Enterprises, Inc.-AWARDED

Staff briefing by Tom Macchione

The Commission has selected McCutcheon Enterprises, Inc. for award based on the Commission's determination that the firm's proposal is advantageous to the Commission as determined by the Commission based on its review of all materials submitted and the firm's performance history for the Commission.

- a motion was made by Commissioner Logan; seconded by Commissioner Leaphart, passed unanimously.

d. RFP #10922, Contracted Spill Response Team-Area 1 for coverage from MP 0.00 to MP 75.20; MP B27.50 to MP B44.80; MP M0.00 to MP M54.00; and MP S0.00 to MP S19.00, the highly recommend firm:

- McCutcheon Enterprises, Inc.-AWARDED

Staff briefing by Tom Macchione

The Commission has selected McCutcheon Enterprises, Inc. for award based on the Commission's determination that the firm's proposal is advantageous to the Commission as determined by the Commission based on its review of all materials submitted and the firm's performance history for the Commission.

- a motion was made by Commissioner Logan; seconded by Commissioner Leaphart, passed unanimously.

e. RFP #10610, Arbitrage Consulting services, the highly recommended firm:

- PFM Asset Management LLC-AWARDED

Staff briefing by Don Klingensmith

The Commission has selected firm PFM Asset Management LLC for award based on the Commission's determination that the firm's proposal is the most advantageous to the Commission as determined by the Commission based on its review of all materials submitted. The firm has qualified personnel and a good understanding of our financings.

- a motion was made by Commissioner Logan; seconded by Commissioner Leaphart, passed unanimously



NEXT COMMISSION MEETING

The next meeting of the Pennsylvania Turnpike Commission will be held on Tuesday, October 3, 2023 beginning at 11:00 a.m.



ADJOURNMENT

Motion-That this meeting of the Pennsylvania Turnpike Commission be adjourned at 11:15 a.m. -was made by Commissioner Logan, 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